

CS/NSM-Q4 (2024-25)

January 06, 2025

To,
The Listing Department
BSE Limited
Department of Corporate Affairs
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

To,
The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex,
Bandra (E)
Mumbai - 400 051

Dear Sir/Ma'am,

Subject : Notice of 01/2024-25 Extraordinary General Meeting as per Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Reference : ISIN - INE021J01035; Scrip Id-544061; Scrip Code-AZAD

We wish to inform that 01/2024-25 Extraordinary General Meeting of members of the company will be held on Tuesday, January 28, 2025 at 04:00 P.M. (IST) through video conferencing/other audio-visuals means, in accordance with the applicable circulars issued by Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI").

In this regard we hereby submit the Notice Convening 01/2024-25 Extraordinary General Meeting.

The aforesaid documents are being sent through e-mail to members of the Company whose e-mail addresses are registered with the Company/Depositories in accordance with relevant circulars issued by MCA and SEBI and also available on Company's website at www.azad.in

You are requested to please take the same in your record.

Thanking you,

Yours truly,

For Azad Engineering Limited

Ful Kumar Gautam

(Company Secretary & Compliance Officer)

Membership No.: A49550

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 01/2024-2025 EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF AZAD ENGINEERING LIMITED WILL BE HELD ON TUESDAY, 28 DAY OF JANUARY, 2025 AT 04:00 P.M. AT THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO- VISUAL MEANS ("OAVM") AND THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 90/C,90/D, PHASE-I, I.D.A, JEEDIMETLA HYDERABAD TELANGANA- 500055 INDIA TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

ITEM NO: 01- ISSUANCE OF SECURITIES OF THE COMPANY THROUGH PERMISSIBLE MODES OF FUND RAISING:

To consider and thought fit to pass with or without modification the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("Companies Act") and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, all other applicable laws, rules and regulations, including the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), consolidated Foreign Direct Investment Policy dated October 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India as amended and replaced from time to time and the Foreign Exchange Management Act, 1999, ("FEMA"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non debt Instruments) Regulations, 2019, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules and regulations issued thereunder, and the circulars or notifications issued; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 2 each of the Company are listed ("Stock Exchanges", and such equity shares, the "Equity Shares"); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("GoI"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Stock Exchanges, and such other statutory / regulatory authorities), and subject to all approvals, permissions, consents, and / or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GoI, or any other concerned statutory / regulatory authority, or any third party, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and / or sanctions by any of the aforesaid authorities, which will be considered by the board of directors of the Company ("Board", which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to offer, issue, and allot (including with provisions for reservations on firm and / or competitive basis, or such part of the issue and for such categories of persons as may be permitted) any instrument or security, including Equity Shares or any other equity linked instruments or securities including convertible preference shares/ fully or partly convertible debentures or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for equity shares, or any other eligible securities (collectively, the "Securities"), or any combination of Securities, to all or any such investors, jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non-resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / Systematically important NBFCs / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / any other qualified institutional buyers as defined under the SEBI ICDR Regulations ("QIBs")

/ any other category of persons or entities who are authorized to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, for cash, at such price that may be decided by the Board in terms of the applicable regulations and as permitted under the applicable laws, in one or more tranches, with or without a green shoe option, to raise funds for an aggregate consideration amounting up to ₹1,000 crore (Rupees One Thousand Crores only) or its equivalent amount in such foreign currencies as may be necessary to such investors, whether Indian or foreign, that may be permitted to invest in such issuance of Securities, including eligible QIBs as defined in the SEBI ICDR Regulations, through a public issue, preferential allotment, or a private placement (including one or more qualified institutions placements ("QIP") in accordance Chapter VI of the SEBI ICDR Regulations read with the applicable provisions of the Companies Act), or through a Further Public Offer ("FPO") (including under the fast track route, subject to meeting the requisite prescribed criteria, in accordance with and under the provisions of Chapter IV of the SEBI ICDR Regulations), or through any other permissible mode and / or combination thereof as may be considered appropriate, to be subscribed to in Indian and / or any foreign currency by all eligible investors, through the issuance of an offer document / letter / circular / placement document, as permitted under applicable laws and regulations, at such price (including at a discount or premium to market price or prices permitted under applicable law), in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine to whom the offer, issue and allotment of Securities shall be made to the exclusion of others (including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company); making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investors and / or in respect of different Securities; number of securities to be issued; face value; number of Equity Shares to be issued and allotted on conversion / redemption / extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date; and / or book closure dates subject to the applicable laws considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the lead managers/ merchant bankers and / or other advisors appointed

RESOLVED FURTHER THAT pursuant to the above-mentioned resolutions:

- (a) the Securities proposed to be issued, offered and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, the Companies Act and other applicable laws;
- (b) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organization or restructuring; and
- (c) in case of QIP, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs in accordance with the SEBI ICDR Regulations. No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT, if the Company proposes to issue and allot any Securities by way of QIP to QIBs pursuant to and in terms of Chapter VI of the SEBI ICDR Regulations and SEBI Listing Regulations:

1. The issue and allotment of Securities by way of QIP to QIBs shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the Companies Act and/ or the SEBI ICDR Regulations, from time to time;
2. The "relevant date" for determination of the floor price of the Equity Shares to be issued shall be:
 - a) in case of allotment of Equity Shares in a QIP, the date of meeting in which the Board decides to open the proposed issue, and/ or
 - b) in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board

decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board.

3. The QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations ("QIP Floor Price"), and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable and the Board, in consultation with the lead managers may offer a discount of up to 5% (five per cent) or such other discount as may be permitted under applicable law including Regulation 176 of the SEBI ICDR Regulations for any of Securities.

4. The issue and allotment of fully paid-up Securities, except as may be permitted under the SEBI ICDR Regulations, and other applicable laws, shall only be to QIBs within the meaning of Chapter VI of the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations.

5. The allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law as well as the minimum number of allottees specified in SEBI regs shall be complied with. It is clarified that QIBs belonging to the same group (as specified under Regulation 180(2) of the SEBI ICDR Regulations) or who are under the same control shall be deemed to be a single allottee;

6. No partly paid-up Equity Shares or other Securities shall be issued/ allotted.

7. The Equity Shares proposed to be issued/allotted by the Company through the QIP shall rank pari passu with the existing Equity Shares of the Company, in all respects, including with respect to entitlement to dividend and voting rights, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws.

8. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.

9. The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time. Furthermore, the tenure of convertible or exchangeable Securities issued shall not exceed sixty months from the date of allotment.

RESOLVED FURTHER THAT in case of issue of Equity Shares, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
- b. makes a rights issue of Equity Shares;
- c. consolidates its outstanding Equity Shares into a smaller number of shares;
- d. divides its outstanding Equity Shares including by way of stock split;
- e. re-classifies any of its Equity Shares into other securities of the issuer; and
- f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing Securities of the Company, if any, and the Equity Shares, issue and allotted pursuant to and in terms of this resolution shall rank pari passu in all respects with the

then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the lead managers and/or underwriters and/or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of SEBI ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not such investor(s) are existing members of the Company, at a price not less than the price as determined in accordance with relevant provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized, in consultation with the lead managers/ merchant bankers, advisors and/ or other intermediaries as may be appointed in relation to the issue of Securities, to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, offering circular, disclosure documents, subscription or purchase agreement, escrow agreement, trust deed, agency agreement, placement document, placement agreement, escrow agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time, and to engage, appoint all intermediaries including without limitation consultants, lead managers, co-lead managers, managers, merchant bankers, advisors, counsels, bankers, escrow agent, depository, custodian, registrar, trustee, etc, and to enter into and execute all such agreements/ arrangements/ memorandum of understanding with them, as may be considered necessary or appropriate to finalize, approve and issue any document(s), including but not limited to prospectus and/ or letter of offer and/ or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT such of those Equity Shares as are not subscribed to may be disposed of by the Board, in its absolute discretion, in such manner, as the Board may deem fit and as permissible under relevant laws/ guidelines.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be

required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds and if the issue size exceeds ₹100 crore, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with ICDR Regulations, authorizing any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution. Furthermore, all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the following: i. to determine the terms and conditions of the QIP, including among other things, the amount of issuance of QIP, date of opening and closing of the QIP (including the extension of such subscription period, as may be necessary or expedient), the investors to whom the Securities are to be issued, the relevant date for convertible securities, if any and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient; ii. to determine the number and amount of Securities that may be offered in domestic and / or international markets and proportion thereof, tranches, issue price, listing, premium / discount, as permitted under applicable law (now or hereafter); iii. to open such bank accounts, including escrow accounts, as are required for purposes of the QIP, in accordance with applicable law; iv. to approve estimated expenditure in relation to the QIP; v. to undertake all such actions and compliances as may be necessary in accordance with the SEBI ICDR Regulations, the SEBI LODR Regulations or any other applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint /engage book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, and all such agencies as are or may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities issued on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers, herein conferred, to the Securities Issue Committee or any other Senior Executive of the Company and/ or to any committee of the Board, which may be/have been constituted to exercise its powers including the powers conferred by this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the Stock Exchanges and/ or internationally recognised stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members.

ITEM NO. 2: TO CONSIDER AND APPROVE APPOINTMENT OF MR. MURALI KRISHNA BHUPATIRAJU AS THE MANAGING DIRECTOR AND TO FIX HIS REMUNERATION THEREOF:

To consider, and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 152, 196, and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules and regulations made thereunder, as amended from time to time (collectively referred to as the "Companies Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable law and pursuant to the provisions of the articles of association of the Company, Mr. Murali Krishna Bhupatiraju (DIN: 10883843), who has provided his consent in writing to act as Managing Director of the Company, if appointed and submitted a declaration in writing that he is not disqualified to become a director under the Companies Act and who is eligible for appointment, be and is hereby appointed as Managing Director of the Company whose office shall be liable to determination by retirement of directors by rotation and the payment of 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 Mr. Murali Krishna Bhupatiraju (DIN: 10883843) 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: with effect from January 03, 2025, for a period of 5 (five) years till January 02, 2030.
2. Salary - INR. 2,00,00,073 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. (for a period of 3 years)
3. 1,73,430 (One Lakh Seventy-Three Thousand Four Hundred and Thirty) ESOPs that would convert into 1,73,430 (One Lakh Seventy-Three Thousand Four Hundred and Thirty) equity shares of the company at face value. The ESOP shall vest over 4 years in the following manner: 25% (twenty-five percent) on the completion of each year from the date of grant over a period of 4 (four) years.
4. 1 (one) new car (or equivalent) the cost of which does not exceed Rs. 60,00,000 with driver, including fuel, car insurance, repair and maintenance charges.
5. One Time joining fee of INR 49,95,518/- (Forty-Nine Lakhs Ninety five Thousand Five Hundred Eighteen Only).

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Murali Krishna Bhupatiraju (DIN: 10883843), the payment of salary, perquisites and other 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 Board of Directors of the Company be and is hereby authorised to file necessary forms with the Registrar of Companies, Telangana and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

ITEM NO. 3: TO CONSIDER AND APPROVE APPOINTMENT OF MR. DEEPAK KABRA AS INDEPENDENT DIRECTOR (NON-EXECUTIVE) :

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV to

the Act and Regulation 16(1)(b), 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Deepak Kabra (DIN: 10878892), who was appointed as an Additional Director (Category: Non- Executive, Independent) on the Board of the Company w.e.f. 03rd January 2025, by the Board, on the recommendation of the Nomination and Remuneration Committee and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby regularized and appointed as an Independent Non- Executive Director of the Company to hold office for first term of five consecutive years w.e.f. 03rd January 2025 to 02nd January 2030 (both days inclusive) and his office shall not be liable to retire by rotation.

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.

ITEM NO. 04: TO INCREASE THE BORROWING LIMIT OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 :

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

RESOLVED THAT in supersession of the resolution passed on September 14, 2023 pursuant to Section 180(1)(c) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereunder, including statutory modifications or amendments or re-enactments thereof, if any, for the time being in force and in accordance with Articles of Association of the Company and pursuant to the consent of Board of Directors of the Company in its meeting held on January 03, 2025, consent of shareholders be and is hereby accorded to the Board of Directors of the Company for borrowing money(ies), from time to time as they may think fit,, any sum or sums of monies upto a limit of Rs. 5000.00 Crores (Rupees Five Thousand Crores), in excess of the aggregate of the paid-up capital of the Company and free reserves and securities premium, on such terms and conditions as the Board may deem fit..

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies, Hyderabad and to do all such acts, deeds and things as may consider expedient and necessary in this regard.

ITEM NO. 05: TO APPROVE MORTGAGE/PLEDGE /HYPOTHECATE/CREATE CHARGE ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 :

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

RESOLVED THAT in pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed thereunder, the consent of the Members, be and is hereby accorded to the Board of Directors or any Committee formed by the Board to pledge, mortgage, hypothecate and/or create charge on the assets of the Company on all the immovable and movable assets of the Company in favour of the Banks, Financial Institutions, any other lenders or debenture trustees (for benefit of debenture holders) to secure the amount borrowed by the Company in respect of such borrowings provided that the maximum extent of the

indebtedness secured by the assets of the Company does not exceed Rs 5,000 Crores (Rupee Five Thousand Crores only) at any one point of time.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies, Hyderabad and to do all such acts, deeds and things as may consider expedient and necessary in this regard.

ITEM NO. 06: TO CONSIDER AND APPROVE AN EMPLOYEE STOCK OPTION SCHEME FORMULATED IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 AND OTHER APPLICABLE LAWS:

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

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the rules framed thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended (**SBEB Regulations**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, read with the relevant rules, regulations, directions, notifications and clarifications issued thereunder, and other applicable laws, rules and regulations, including in each case any modifications thereof or supplements thereto (collectively, **Applicable Laws**), and the provisions of the memorandum of association of the Company and articles of association of the Company and based on the recommendation of the nomination and remuneration committee of the board of directors of the Company (**NRC**) dated January 03, 2025 and the resolution of the board of directors of the Company (**Board**) dated January 03, 2025, and such other approvals, permissions and sanctions of any regulatory or other authorities as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent and approval of the shareholders of the Company be and is hereby accorded to approve the "Azad ESOP Scheme, 2024" (**Scheme**) (the salient features of which were furnished in the explanatory statement to the notice issued to the shareholders of the Company) and to authorize the Board to create, grant, offer, issue and allot at any time, in one or more tranches, to or for the benefit of eligible employees (as defined in the Scheme) employee stock options (**Options**) not exceeding 2% (two percent) of the paid-up share capital of the Company as on January 03, 2025 exercisable into 11,82,259 equity shares of the Company, in one or more tranches, at such price or prices, and on such terms and conditions as may be fixed or determined in accordance with the Scheme and in compliance with the Applicable Laws.

RESOLVED FURTHER THAT the NRC be designated as the Compensation Committee in accordance with Regulation 5(1) of the SBEB Regulations for the purposes of administration of the Scheme and all references to Board herein shall include the NRC.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the NRC be and is hereby authorized on behalf of the Company to vary, modify, alter, suspend, amend, and implement the Scheme, and to determine the detailed terms and conditions on which Options may be granted to eligible employees, including but not limited to the quantum of the Options to be granted, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted or vested, the exercise period and procedures, the vesting period, the vesting conditions, instances where such Options shall lapse in accordance with the Scheme and Applicable Laws as the NRC may think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to (i) issue and allot equity shares of the Company upon exercise of vested Options from time to time in accordance with the Scheme and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company including dividend entitlement, and (ii)

take necessary steps for listing of the equity shares allotted under the Scheme on the stock exchanges where the equity shares of the Company are listed in accordance with Applicable Laws.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board and the NRC be and are hereby authorized to do all such acts, deeds and things, as it deems necessary to give effect to this resolution including authorizing or directing the appointment of intermediaries, professionals, experts, independent agencies, any other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme, making applications to the appropriate authorities, parties and institutions for their requisite approvals, filing all other documents required to be filed in connection with the above, giving directions and instructions as may be necessary or expedient, and settling all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, including sign and execute any agreement(s), document(s), and to do all such acts, deeds and things as may be required to give effect to this resolution.

ITEM NO. 07: TO APPROVE THE AZAD ENGINEERING LIMITED EMPLOYEE STOCK OPTION SCHEME 2024 FOR ELIGIBLE EMPLOYEES OF GROUP COMPANIES, ASSOCIATE COMPANIES, SUBSIDIARY COMPANIES OR AZAD PRIME PRIVATE LIMITED AND AZAD VTC PRIVATE LIMITED OR HOLDING COMPANY:

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

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the rules framed thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended (**SBEB Regulations**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, read with the relevant rules, regulations, directions, notifications and clarifications issued thereunder, and other applicable laws, rules and regulations, including in each case any modifications thereof or supplements thereto (collectively, **Applicable Laws**), and the provisions of the memorandum of association of the Company and articles of association of the Company and based on the recommendation of the nomination & remuneration committee of the Company (**NRC**) and subject to the approval of the shareholders of the Company, and such other approvals, permissions and sanctions of any regulatory or other authorities as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the board of directors of the Company (**Board**), the consent and approval of the members of the Company be and is hereby accorded to extend the benefits and coverage of the "Azad ESOP Scheme 2024" (**Scheme**) referred to in Resolution No. 6, and within the ceiling as enumerated therein to the eligible employees of the group company(ies), associate company(ies), subsidiary company(ies) whether in India or outside India or of a holding company of the Company, if any, on such terms and in such manner as may be fixed or determined in this behalf by the Nomination and Remuneration Committee as per the provisions of the Scheme.

RESOLVED FURTHER THAT the Board and/or the NRC is hereby authorized to grant options to eligible employees of the group company(ies), associate company(ies), subsidiary company(ies), whether in India or outside India or of a holding company of the Company.

RESOLVED FURTHER THAT the Board and/or the NRC be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the Scheme, as it may deem fit and necessary, from time to time or to suspend, withdraw or revive the Scheme, from time to time, in conformity with the provisions of the Act, the SBEB Regulations and other Applicable Laws unless such modification, change, variation, alteration or revision is detrimental to the interest of the Employees who have been granted Options under the Scheme and effective implementation of Scheme.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, including sign and execute any agreement(s), document(s), and to do all such acts, deeds and things as may be required to give effect to this resolution.

On behalf of Board of Directors
For **Azad Engineering Limited**

Date: January 06, 2025
Place: Hyderabad

Ful Kumar Gautam
M. No. : 49550
Company Secretary & Compliance Officer

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the special business to be transacted at the Extraordinary General Meeting (EGM) is annexed hereto.
2. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 , SEBI/HO/CFD/CMD2/ CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM')/ Extra-ordinary General Meeting ('EGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
3. In terms of the MCA & SEBI Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for this EGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in this EGM through VC/OAVM Facility only, therefore, attendance slip and route map are not annexed to this notice.
4. The Members attending the EGM through VC/OAVM shall be counted for purpose of reckoning the quorum under Section 103 of the Act.
5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Non-Resident Indian members are requested to inform RTA/respective DP's, 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, IFSC Code and address of the bank with pin code number, if not furnished earlier.
7. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **Monday, January 20, 2025**. Members are eligible to cast vote only if they are holding shares as on that date and a person who is not a member as on the cut- off date should treat this notice for information purposes only.
8. Members of the Company who acquires shares after the sending of Notice by the Company and hold shares as on the cut-off date i.e. **Monday, January 20, 2025**, shall follow the same procedure for e-Voting as mentioned at point no . 13.
9. The facility of participation at the EGM through VC will be made available for 1000 members on first come first served basis. However this restriction is not applicable on Shareholders holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Board

Committees and Auditors etc. who are allowed to attend the AGM without the restriction of first come first served basis.

10. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories and Company's RTA as on the cut-off date only shall be entitled to avail the facility remote e-voting as well as voting at the EGM through VC/OAVM.

11. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at cs@azad.in

12. Mr. Ashish Kumar Gaggar, Practicing Company Secretary (Membership No. FCS 6687) has been appointed as the Scrutinizer to scrutinize the e-voting during the EGM and remote e-voting process before the AGM in a fair and transparent manner.

13. Institutional / Corporate members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote electronically either during the remote e-voting period or during the EGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at ashishgaggar.pcs@gmail.com with a copy marked to cs@azad.in. In case of Joint Holders attending the EGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote.

14. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EGM THROUGH VC/OAVM ARE AS UNDER:

The remote e-voting period begins on Wednesday, January 22, 2025 at 09:00 A.M. (IST) and ends on Monday, January 27, 2025 at 05:00 P.M. (IST). The remote e-voting module shall be disabled for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, January 20, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, January 20, 2025**.

Remote e-Voting Instructions for shareholders: Comment : We have not verified this section

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM.

For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited

(CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.azad.in, the Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's General Circular No. 09/2024 dated 19.09.2024, Circular no. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs/EGMs are due in the Year 2024 or 2025, to conduct their AGMs/EEGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER: Comment : We have not verified this section

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Wednesday, January 22, 2025 at 09:00 A.M. (IST) and ends on Monday, January 27, 2025 at 05:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Monday, January 20, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting day.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Additionally, there is also links provided to access the system of all e Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New</p>

	<p>System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDEAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting</p>

	during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the

	depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Azad Engineering Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@azad.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@azad.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@azad.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to

helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

On behalf of Board of Directors
For Azad Engineering Limited

Date: January 06, 2025
Place: Hyderabad

Ful Kumar Gautam
M. No. : 49550
Company Secretary & Compliance Officer

AZAD ENGINEERING LIMITED



Registered Office Address: 90/C, 90/D, Phase-1, I.D.A.
Jeedimetla, Hyderabad, Telangana- 500055, India.

CIN NO: U74210TG1983PLC004132
GSTIN: 36AAECA9452H1ZJ

Tel: 040-23097007
Email: cs@azad.in
Website: www.azad.in

**EXPLANATORY STATEMENT
(Pursuant to the provisions of Section 102 of Companies Act, 2013)**

Item no: 1

The Company has been exploring opportunities for its growth which would require sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have requisite enabling approvals in place and also such other corporate purposes as may be permitted under applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action to capitalize on the opportunities, as and when available. The Board, accordingly, at their meeting held on January 03, 2025 has recommended to the shareholders to give their consent through special resolution to the Board or any Committee of the Board to raise funds through issuance of securities or any equity based instrument(s) ("Securities") as may be appropriate to persons who may or may not be the existing shareholders through private placement and/ or qualified institutions placement ("QIP") and/ or any other permitted modes at a price to be determined as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, as amended (the "SEBI ICDR Regulations") or as per other applicable rules and regulations, for raising of the funds aggregating up to ₹1,000 crore, or its equivalent in any other currency(ies) under section 42 read with sections 62 and 179 of the Companies Act, 2013, as amended or other applicable laws. While no specific instrument or instruments of Securities has been identified at this stage, the exact combination of the Securities to be issued, issue price, timing and detailed terms and conditions of issuance etc. shall be finalized by the Board, in consultation with lead managers/ merchant bankers, legal advisors and such other authorities and intermediaries, as may be required to be consulted by the Company in due considerations of prevailing market conditions and other relevant factors and in the best interest of the Company. Such issue shall be subject to the provisions of the Companies Act, 2013, as amended and rules made there under from time to time, the Memorandum and Articles of Association of the Company, SEBI ICDR Regulations and other applicable laws. The Company proposes to utilize the proceeds from the offering (after adjustment of expenses related to the offering, if any) at various stages for one or more, or any combination of the following: (i) investment in various organic or inorganic growth opportunities, including expansion/acquisitions in its area of operations and adjacencies or for new business opportunities or other strategic initiatives; (ii) infusion of funds into its subsidiaries to inter alia fund the business or growth of such subsidiaries; (iii) prepayment / repayment of outstanding borrowing of the Company and / or its subsidiaries; (iii) to fund the working capital requirements of the Company and / or its subsidiaries; (iv) capital expenditure (including but not limited to purchase of machines) for the Company and / or its subsidiaries; (v) to fund the capital expenditure to be incurred for any manufacturing facilities being set up or to be set up by the Company and / or its subsidiaries (present or future) in India or overseas and (vi) any other general corporate purposes as may be permitted under applicable laws and as may be decided by the Board or the duly constituted committee thereof. The proposed/actual utilization/deployment of proceeds will be in the manner and as determined by the Board or its duly constituted committee at its discretion and in accordance with the applicable laws. The proceeds from the offering shall be deposited in appropriate money market instruments as per applicable law pending the utilization of proceeds. Depending upon future circumstances and in terms of NSE Circular No. NSE/ CML/2022/56 and BSE Circular No. 20221213-47 each dated December 13, 2022, in case, it is difficult to quantify the exact amount of fund to be used, there may be a deviation of +/- 10% of the amount specified for repayment or prepayment of debt availed by the Company and/ or its Subsidiaries, as the objects are based on management estimates and other commercial and technical factors. The Net Proceeds are expected to be deployed by or before 31st March 2027. The details for deployment of funds will be specifically mentioned in the preliminary placement document/ placement document or other requisite offer document in terms of applicable circulars of BSE and NSE, in this regard. Pending utilisation of the proceeds from the QIP, the Company shall invest such proceeds in money market instruments including debt mutual funds, deposits in scheduled commercial banks or in short-term debt or long-term debt or such other methods as per applicable law and other instruments in accordance with the Board. The enabling resolution is proposed to be passed as a special resolution pursuant to Sections 42 and 62(1)(c) of the Companies Act, 2013. The said

resolution, if passed, shall have the effect of allowing the Board on behalf of the Company to issue and allot the securities on pro-rata basis to the existing shareholders or otherwise. Certain terms of the proposed QIP, in the manner as set out in the resolution vide agenda item no.1 of this Notice, would be as under: (i) the allotment of Securities shall only be made to qualified institutional buyers ("QIBs") as defined under SEBI ICDR Regulations;

(ii) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations and applicable laws;

(iii) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

(iv) the floor price will be calculated as per the formula prescribed under the SEBI ICDR Regulations;

(v) the "relevant date" for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee thereof decides to open the proposed QIP of equity shares as eligible securities; and in case eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;

(vi) the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;

(vii) an issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender;

(viii) no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;

(ix) the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;

(x) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;

(xi) the schedule of the QIP will be as determined by the Board or its duly authorized committee; and

(xii) The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting. In the event of a QIP pricing of the Equity Shares that may be issued to QIBs shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under the SEBI ICDR Regulations.

The detailed terms and conditions for the Issue will be determined in consultation with the Advisors and Lead Managers and such other authority or authorities as may be required, considering the prevailing market conditions and other applicable regulatory requirements.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can

make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for issuance of Securities.

Given that the Issue may be undertaken through a qualified institutions placement in accordance with Chapter VI of SEBI ICDR Regulations or other permitted means to eligible investors, the details required under Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment) Rules, 2014, each as amended, have been included in this explanatory statement to the extent applicable. However, details such as valuation, identity of the proposed allottees and pre and post-Issue shareholding pattern are currently not ascertainable and such details as required under SEBI ICDR Regulations will be made available by the Company. Further the Issue will be made at a price strictly in accordance with applicable SEBI ICDR Regulations.

The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company. The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof ("FEMA"). As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations.

The Resolution further seeks to empower the Board to undertake a QIP with QIBs as prescribed by SEBI ICDR Regulations. The Board may, in their discretion, adopt this mechanism as prescribed under Chapter VI of the SEBI ICDR Regulations for raising funds for the Company, without seeking fresh approval from the shareholders.

Maximum Amount to be raised/ number of Securities to be Issued:

The total amount to be raised, in one or more tranches, by issuance of Securities through any of the modes or combination thereof as mentioned in in the resolution would be aggregating up to Rs 1,000 crore (Rupees One Thousand Crores Only), or its equivalent in any other currency(ies).

The issue of Securities may be consummated through single or multiple offer documents, in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board or its duly constituted committee may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead managers/ merchant bankers and other agencies and subject to the relevant regulations and other applicable laws, regulations, rules and guidelines, in accordance with applicable law.

Pricing :

The pricing would be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations, or other applicable laws. In the event of a QIP pricing of the Equity Shares that may be issued to QIBs shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under Chapter VI of the SEBI ICDR Regulations.

Since, the pricing and other terms of the QIP will be decided at a later stage, an enabling resolution is being

proposed to give adequate flexibility and discretion to the Board or its duly authorised committee to finalize the terms of the securities that may be issued to the qualified institutional buyers in the QIP. The pricing shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the SEBI ICDR Regulations.

Relevant Date :

The relevant date for determining the issue price of the Securities by way of QIP, subject to and in accordance with the SEBI ICDR Regulations be: a. in case of allotment of Equity Shares in a QIP, the date of meeting in which the Board decides to open the proposed issue, and/ or; b. in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board.

Change in Control :

There would be no change in control pursuant to the said issue of Securities.

Listing :

The Securities to be issued will be listed on one or more recognized stock exchanges in India and/ or abroad.

Class or Classes of persons to whom the Securities will be offered :

The Securities will be offered and issued to such Investors including QIBs who are eligible to acquire such Securities in accordance with the applicable laws, rules regulations and guidelines. The proposed allottees may be resident of India or abroad and whether or not such persons are members.

Intention of the Promoter, Directors, Key Managerial Personnel or Senior Management :

The Promoter, Directors, KMPs or Senior Management shall not be eligible to subscribe to the proposed issue of Securities, except in accordance with Applicable Laws.

Transferability of Securities :

The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Proposed time within which the allotment shall be completed :

In case of the QIP, the allotment of the Securities shall be completed within a period of 365 days from the date of passing of resolution set out at item no.1 of this Notice. The allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law. The detailed terms and conditions for the offer will be determined in consultation with the legal advisors, lead managers/ merchant bankers and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for various types of issues including rights issue or QIP. The equity share that may be created, offered, issued and allotted by the Company through QIP shall rank pari-passu in all respects with the existing equity shares of the Company, including entitlement to dividend. The equity shares to be allotted would be listed on the stock exchanges where the equity shares of the Company are listed. The offer, issue and allotment of equity shares through QIP would be subject to the receipt of the regulatory approvals, if any. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post issue of Securities that may be held by them and other details are not available at this point of time and shall be disclosed by the Company under the

applicable regulations in due course (at appropriate time and mode). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The consent of the shareholders is being sought pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder; Chapter VI of the SEBI ICDR Regulations and in terms of the provisions of the SEBI Listing Regulations, each as amended. This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot equity shares/ securities to investors who may or may not be the existing shareholders of the Company.

The Board has approved the Issue pursuant to its resolution dated January 03, 2025. The Board, accordingly, recommends passing of the resolution as set out at item no 1 of this Notice for the approval of the members as special resolution.

In terms of Section 102(1) of the Companies Act, 2013, it is submitted that none of the Directors, Key Managerial Personnel or Senior Management of the Company or their relatives is, whether directly or indirectly, concerned or interested, financial or otherwise, in the passing of the aforesaid resolution except to the extent of their shareholding, if any, in Company.

Item no. 02 :

Mr. Murali Krishna Bhupatiraju (DIN: 10883843), was appointed as Managing Director of the Company in the Board Meeting held on January 03, 2025, in accordance with the provisions of section 161 of the Companies Act, 2013 read with the Articles of Association of the Company and considering his varied experience, skills, knowledge & capabilities, the Nomination & Remuneration Committee and the Board of Directors of the Company recommended and appointed, respectively, Mr. Murali Krishna Bhupatiraju (DIN: 10883843), as Managing Director for a term of 5 years, liable to retire by rotation, subject to the approval of the Members of the Company.

In this regard, the Company has received the consent in writing from Mr. Murali Krishna Bhupatiraju (DIN: 10883843), to act as Managing Director and intimations to the effect that he is not disqualified to be appointed as a director in other companies and disclosure of interest in other entities as required under Companies Act, 2013.

Brief Profile :

Mr. Murali Krishna Bhupatiraju is a multi-disciplined executive with holistic approach integrating Engineering, Operations, and Strategy. He is passionate about developing the next generation of manufacturing leaders in India using lean and visual process. Mr. Murali Krishna Bhupatiraju brings subject matter expertise in Operations Management, Corporate Finance, and Metal Forming. He has over 25 years of industry experience in leading companies to identify value opportunities, drive change, and standardize operating systems. He held techno-commercial leadership roles at Bharat Forge America (President & CFO), Dyson Corporation (CFO), and Gerdau Macsteel (General Manager). He also holds advanced degrees in Industrial Engineering (Ohio State), Management (Michigan State), and Computer Science (Georgia Tech).

The information as required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India is contained in the statement annexed as "**Annexure I**" hereto, and the General Information as required pursuant to Clause 1(B)(iv) of Section II of Part II of Schedule V of the Companies Act, 2013, is provided in the "**Annexure II**"

In view of the above, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on January 03, 2025, approved the appointment and his terms of remuneration which may exceed the statutory limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, subject to the approval of Members by way of Special Resolution. Accordingly, the Board recommends the resolution set out at Item No. 02 of the accompanying Notice for your approval as passing of the Special Resolution in relation to appointment of Mr. Murali Krishna Bhupatiraju (DIN: 10883843), as Managing Director for a term of 5 years with effect from January 03, 2025 for the approval by the members of the Company and fixing their remuneration thereof for a period of 3 years

Accordingly, the Board recommends the resolution set out at Item No.2 of the accompanying Notice for your approval as passing of the Special Resolution in relation to appointment of Mr. Murali Krishna Bhupatiraju (DIN: 10883843), as Managing Director and fixing their remuneration thereof for a period of 3 years

Copy of the draft letter for appointment of Mr. Murali Krishna Bhupatiraju (DIN: 10883843), as Managing Director setting out terms and conditions would be available for inspection by members.

Except Mr. Murali Krishna Bhupatiraju (DIN: 10883843), no other Director(s) or Key Managerial Personnel(s) or their relatives is concerned or interested in the Resolution except to the extent of the shareholding.

ITEM NO: 3

Mr. Deepak Kabra (DIN: 10878892), as per the recommendation of the Nomination and Remuneration Committee and after considering his knowledge, acumen, expertise and experience was appointed as Additional Directors (Category: Non-Executive, Independent) of the Company by the Board to hold office for his first term of five consecutive years w.e.f. 03rd January 2025, subject to approval and regularization by members of the Company in general Meeting as Independent Director on the Board. In terms of Regulation 17(1C) of the SEBI (LODR), Regulations, 2015, as amended from time to time, (the "Listing Regulations"), the approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, as per Section 149(10) of the Companies Act, 2013, (the 'Act') and Regulation 25 of the Listing Regulations, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing a special resolution by the Company for another term of up to five consecutive years.

Based on the recommendation of Nomination and Remuneration Committee, the board of directors is of the opinion that Mr. Deepak Kabra fulfills the skills and capabilities as required in the Act and Listing Regulations and therefore consider it desirable and in the interest of the company to have Mr. Deepak Kabra on the board as Independent Non-Executive Directors of the company.

Thus, in terms of the provisions of Sections 149,150, 152,161 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Deepak Kabra, being eligible for appointment as Independent Directors and offering himself for appointment, is proposed to be regularized and appointed as Independent Directors for the first term of five consecutive years w.e.f. 03rd January 2025.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 the Act and Regulation 16(1) (b) of the Listing Regulations. He has also given their consents to act as Directors of the Company. In the opinion of the Board, Mr. Deepak Kabra fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations, for his appointment as Independent Directors of the Company and is independent of the management.

Brief Profile :

AZAD ENGINEERING LIMITED

Registered Office Address: 90/C, 90/D, Phase-1, I.D.A. Jeedimetla, Hyderabad, Telangana- 500055, India.



**CIN NO: U74210TG1983PLC004132
GSTIN: 36AAECA9452H1ZJ**

**Tel: 040-23097007
Email: cs@azad.in
Website: www.azad.in**

Mr. Deepak Kabra is an accomplished banking and finance professional with over two decades of experience specializing in Small and mid-corporate banking, project finance, and business development. Has served as the Country Head for Small and Medium Enterprises and Executive Vice President at IndusInd Bank, he leads complete ecosystem banking for SME's. His previous role includes senior leadership position at YES bank and ICICI Bank predominantly in small and mid-corporate space.

Mr. Deepak Kabra also gained valuable experience in marketing and sales during his tenure at Tata Chemicals Ltd. With a proven track record of driving growth and innovation, he is recognized for his expertise in structured finance, corporate banking, and strategic leadership. Mr. Deepak Kabra is also a fellow member of ICAI.

Further Mr. Deepak Kabra is not dis-qualified from being appointed as Directors in terms of Section 164 of the Act and in terms of Section 160 of the Act, the Company has received notice from Mrs. Jyoti Chopdar, Member of the Company holding 1,44,000 shares in the Company in writing proposing candidature of Mr. Deepak Kabra for appointing him as Independent Directors of the Company as per the provisions of the Act.

The names of Companies and the Committees in which he is director/member, the Letter of Appointment and terms and conditions of his appointment is uploaded on the website of the company and is also available for inspection at the registered office of the company between 11:00 A.M. to 1:00 P.M. on all working days of the Company.

Details of Mr. Deepak Kabra is provided in the "Annexure I" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Deepak Kabra and his relatives are interested in the resolutions as set out at Item No. 3 of the Notice with regards to their appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board recommends the Special Resolutions set out at Item No. 3 of the Notice for the approval by the members.

In terms of Regulation 25(2A) of the Listing Regulations, appointment, re-appointment or removal of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. However as per the first proviso of above Regulation 25(2A) , where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an Independent Director shall be deemed to have been made under sub-regulation (2A).

ITEM NO. 04 and 05

In view of the expansion and in order to augment the future growth of the Company and to meet its various requirement, Board of Directors ("Board") of the Company at its meeting held on January 03, 2025, has recommended to the Members to increase the quantum of borrowing powers of the Board to Rs. 5000.00 (Rupees Five Thousand Crores only) in excess of the aggregate of the paid-up capital of the Company and free reserves.

In order to facilitate securing the borrowing made by the Company, it would be necessary to pledge/ mortgage/ create charge on the assets of the Company to the maximum extent of the indebtedness secured by the properties

of the Company which does not exceed Rs. 5000.00 (Rupees Five Thousand Crores only) at any time.

The provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 mandates the Company to obtain the consent of the Members by way of Special Resolution to exercise its power of Borrowing in excess of the aggregate of the paid-up capital of the Company and free reserves and to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. Accordingly, approval of the Members is being sought to increase the quantum of borrowing powers of the Board by passing the resolution set out in item no. 04 and 05 of this notice as a Special Resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding.

ITEM NO. 06 & 07

The Company intends to implement the Azad ESOP Scheme 2024 (**Scheme**) to reward eligible employees for their performance and to incentivize the employees to contribute to the overall growth and profitability of the Company. The Company views employee stock options as instruments that would enable employees to get a share in the value, they create for the Company in the years to come. Based on the recommendation of the nomination and remuneration committee of the board of directors of the Company (**NRC**) dated January 03, 2025, the Board of Directors approved the implementation of the Scheme at its meeting held on January 03, 2025, subject to approval by the shareholders of the Company through a special resolution.

The salient features and other details of the Scheme are given as under:

Brief Description of the Scheme	The objective of the Scheme is to reward eligible employees for their performance and to incentivize the employees to contribute to the overall growth and profitability of the Company. The Company views employee stock options as instruments that would enable employees to get a share in the value, they create for the Company in the years to come.
Total number of options, shares, or benefits, as the case may be, to be offered and granted	The maximum aggregate number of employee stock options that may be granted under the Scheme (Options) and thereby the number of Equity Shares under the Scheme shall not exceed 1182259 options, (Option Pool , with each Option conferring a right upon the Option holder to be issued one Equity Share of the Company, in accordance with the terms and conditions of the Scheme.
Identification of classes of employees entitled to participate and be beneficiaries in the scheme: As per the scheme, an ‘Employee’ means	Employee means (i) an employee as designated by the Company, who is exclusively working in India or outside India; (ii) a director of the Company, whether a whole time director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or (iii) an employee defined in (i) and (ii) above of a Subsidiary Company, Associate Company or Holding Company in or outside India but does not include : a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the

	company.
Requirements of vesting, period of vesting and maximum period within which options shall be vested	The NRC is entitled to determine the vesting conditions and vesting period in accordance with the Scheme, subject to compliance with applicable laws. Subject to this, (i) there shall be a minimum period of one year between the date of grant of an Option and the date on which such Option Vests (No Vesting Period), and (ii) Options granted shall vest over a period of 4 years such that 25% of the Options granted shall vest on the expiry of the No Vesting Period and the remaining Options granted shall vest over the immediately following 3 years in equal annual instalments.
Exercise price, purchase price or pricing formula	The NRC is entitled to determine the exercise price.
Exercise period/offer period and process of exercise/ acceptance of offer	The NRC is entitled to determine the exercise period. Vested Options may be exercised in one or more tranches on 1st September and 1st April of each year or on such date as the NRC may permit during the exercise period, by: (i) paying the aggregate of the exercise price through electronic fund transfer to the bank account of the company designated by the NRC or in such other manner as the NRC may determine from time to time; and (ii) submitting the signed exercise application.
The appraisal process for determining the eligibility of employees for the scheme	The appraisal process for determining employee eligibility will be determined by the NRC. It may consider various factors including tenure of employment, seniority, performance metrics etc.
Maximum number of options or shares, as case may be, to be offered and issued per employee and in aggregate, if any	The maximum number of Options that may be granted to an eligible employee shall vary depending upon the designation and the appraisal process but shall not exceed 20% of the Option Pool per eligible employee.
Maximum quantum of benefits to be provided per employee	No benefit other than grant of Options is envisaged under the Scheme. Maximum benefit shall accordingly refer to the maximum number of Options that may be issued per employee.
Whether the scheme is to be implemented and administered directly by the company or through a trust	The Company shall directly implement and administer the scheme through the NRC.
Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both	Company shall issue new shares on exercise of Options under the scheme.
The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	Not applicable.
Maximum percentage of secondary acquisition (subject to limits specified under the regulations)	Not applicable.

that can be made by the trust for the purposes of the scheme(s)	
A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15	Shareholders are requested to note that the Company shall confirm to the applicable accounting standards and policies as applicable to the Company and specified in Regulation 15 of the Regulations, from time to time.
The method which the company shall use to value its option	The Company shall use the fair value method to value the Options.
Applicability of following statement: "In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report."	The Board shall make all the relevant disclosures in the Director's Report in relation to this Plan as are required under the Companies Act, 2013 and as per Regulation 14 of SEBI (SBEB) Regulations.
Period of lock in	Subject to applicable law, the shares allotted pursuant to exercise of options, will not be subject to any lock-in period from the date of allotment.
Terms & conditions for buyback, if any, of specified securities covered under these regulations	The NRC has the power to frame these terms and conditions but has not yet done so.

The consent of the shareholders is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 6 of the SBEB Regulations for approval of the Scheme and issue of shares on exercise of Options under the said Scheme as detailed in Resolution No.6 & 7 of this notice. Further, pursuant to Regulation 6(3)(c) of SBEB Regulations and Section 62(1)(b) of the Act, approval of the shareholders is being sought, by way of a separate special resolution for extending and granting the Options under the Scheme to the eligible employees of the group company(ies), subsidiary company(ies), associate company(ies) and/or holding company(ies) as detailed in Resolution No. 6 & 7 of this notice

A draft copy of the Scheme is available for inspection at the registered office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and holidays). The same is also available on the website of the Company, <https://www.azad.in/> to facilitate online inspection till the conclusion of the ensuing EGM. Accordingly, the resolutions at Item No. 6 & 7 of this notice is recommended by the Board for the approval of the shareholders as a special resolution.

None of the directors and key managerial personnel of the Company or their relatives has any concern or interest, financial or otherwise, in the proposed resolution, except to the extent of their entitlements determined lawfully, if any, under Scheme.

On behalf of Board of Directors
For **Azad Engineering Limited**

Date: January 06, 2025
Place: Hyderabad

Ful Kumar Gautam
M. No. : 49550
Company Secretary & Compliance Officer

AZAD ENGINEERING LIMITED

Registered Office Address: 90/C, 90/D, Phase-1, I.D.A.
Jeedimetla, Hyderabad, Telangana- 500055, India.



CIN NO: U74210TG1983PLC004132
GSTIN: 36AAECA9452H1ZJ

Tel: 040-23097007
Email: cs@azad.in
Website: www.azad.in

Annexure -I

Additional information on Director(s) seeking appointment/re-appointment in the General Meeting as required under sub-regulation 3 of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard-2 as Issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Murali Krishna Bhupatiraju	Mr. Deepak Kabra
DIN	10883843	10878892
Date of birth	27-08-1969	28-10-1978
Age	55	46
Date of first appointment on the board	January 03, 2025	January 03, 2025
Brief Profile	<p>Mr. Murali Krishna Bhupatiraju is a multi-disciplined executive with holistic approach integrating Engineering, Operations, and Strategy. He is passionate about developing the next generation of manufacturing leaders in India using lean and visual process. Mr. Murali Krishna Bhupatiraju brings subject matter expertise in Operations Management, Corporate Finance, and Metal Forming. He has over 25 years of industry experience in leading companies to identify value opportunities, drive change, and standardize operating systems. He held techno-commercial leadership roles at Bharat Forge America (President & CFO), Dyson Corporation (CFO), and Gerdau Macsteel (General Manager). He also holds advanced degrees in Industrial Engineering (Ohio State), Management (Michigan State), and Computer Science (Georgia Tech).</p>	<p>Mr. Deepak Kabra is an accomplished banking and finance professional with over two decades of experience specializing in Small and mid-corporate banking, project finance, and business development. Has served as the Country Head for Small and Medium Enterprises and Executive Vice President at IndusInd Bank, he lead complete ecosystem banking for SME's. His previous role includes senior leadership position at YES bank and ICICI Bank predominantly in small and mid-corporate space.</p> <p>Mr. Deepak Kabra also gained valuable experience in marketing and sales during his tenure at Tata Chemicals Ltd. With a proven track record of driving growth and innovation, he is recognized for his expertise in structured finance, corporate banking, and strategic leadership. Mr. Deepak Kabra is also a fellow member of ICAI.</p>
Terms & Conditions of appointment and re-	Salary - INR. 2,00,00,073 per annum which is inclusive of all allowances/benefits/perquisites	As per sitting fee.

<p>appointment along with Remuneration sought to be paid</p>	<p>and exclusive of any form of reimbursement of expenses incurred on behalf of the Company. (for a period of 3 years)</p> <p>1,73,430 (One Lakh Seventy-Three Thousand Four Hundred and Thirty) ESOPs that would convert into 1,73,430 (One Lakh Seventy-Three Thousand Four Hundred and Thirty) equity shares of the company at face value. The ESOP shall vest over 4 years in the following manner: 25% (twenty-five percent) on the completion of each year from the date of grant over a period of 4 (four) years.</p> <p>1 (one) new car (or equivalent) the cost of which does not exceed Rs. 60,00,000 with driver, including fuel, car insurance, repair and maintenance charges.</p> <p>One Time Joining fee of INR 49,95,518/- (Forty-Nine Lakhs Ninety five Thousand Five Hundred Eighteen Only).</p>	
<p>Inter-se relationship with other Directors, Managers and Key Managerial Personnel</p>	<p>NA</p>	<p>NA</p>
<p>Expertise in specific functional area</p>	<p>Expertise in Operations Management, Corporate Finance, and Metal Forming.</p>	<p>Banking and finance professional with over two decades of experience specializing in Small and mid-corporate banking, project finance, and business development</p>
<p>Qualification</p>	<p>Advanced degrees in Industrial Engineering (Ohio State), Management (Michigan State), and Computer Science (Georgia Tech).</p>	<p>Fellow member of ICAI</p>
<p>Number of Meetings of the Board attended during the financial year 2023- 2024</p>	<p>NA</p>	<p>NA</p>

Names of other companies in which holds the directorship along with listed entities from which the person has resigned in the past three years;	Nil	Nil
Names of other companies in which holds the membership/ chairmanship of committees of the board*	NIL	NIL
No. of shares held in the Company as on 31st March, 2024	Nil	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	Yes

**In accordance with Regulation 26 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, memberships/chairmanships of only Audit Committee and Stakeholders Relationship Committee of all other public limited companies, whether listed or not, has been considered.*

ANNEXURE-II

Statement containing the information pursuant to the provisions of clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 with respect to ITEM NO 2

I. GENERAL INFORMATION:

1. **Nature of Industry:** We are one of the key manufacturers of our qualified product lines supplying to global original equipment manufacturers (“OEMs”) in the energy, aerospace and defence, and oil and gas industries, manufacturing highly engineered, complex and mission and life-critical components.

2. **Year of commencement of commercial production:** 2008

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.

4. **Financial performance:** ₹ in Lakhs

Particulars	Year ended 31 st March 2024	Year ended 31 st March 2023	Year ended 31 st March 2022
Net Profit before interest, Depreciation & Tax	14858.1	8215.9	6560.4
Net Profit as per Statement of Profit and Loss	5858.0	850.8	2799.7
Amount of dividend	0	0	0
Rate of dividend declared/recommended	Nil	Nil	Nil

II: INFORMATION ABOUT THE APPOINTEE:

1. **Background Details, Job Profile and Suitability:** Mr. Murali Krishna Bhupatiraju is a multi-disciplined executive with holistic approach integrating Engineering, Operations, and Strategy. He is passionate about developing the next generation of manufacturing leaders in India using lean and visual process. Mr. Murali Krishna Bhupatiraju brings subject matter expertise in Operations Management, Corporate Finance, and Metal Forming. He has over 25 years of industry experience in leading companies to identify value opportunities, drive change, and standardize operating systems. He held techno-commercial leadership roles at Bharat Forge America (President & CFO), Dyson Corporation (CFO), and Gerdau Macsteel (General Manager). He also holds advanced degrees in Industrial Engineering (Ohio State), Management (Michigan State), and Computer Science (Georgia Tech).

2. **Past Remuneration:** NA

3. **Recognition or awards:** NA

4. **Proposed remuneration:** INR. 2,00,00,073 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. (for a period of 3 years)

5. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** We are one of the key manufacturers of our qualified product lines supplying to global original equipment manufacturers (“OEMs”) in the energy, aerospace and defence, and oil and gas industries, manufacturing highly engineered, complex and mission and life-critical components, no similar industry exist for comparative remuneration.
6. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Not Applicable

II. Other Information:

- 1 **Reasons for inadequate profits:** NA
- 2 **Steps taken or proposed to be taken for improvement:** NA
- 3 **Expected increase in productivity and profits in measurable terms:** NA