

CS/Voting Results/EGM/2025

Date: January 29, 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/Madam,

Subject : Voting Results in respect of the Businesses Conducted at the 01/2024-2025 EGM.
Reference : ISIN - INE02IJ01035; Scrip Id-544061; Scrip Code-AZAD

In Pursuance to Regulation 44 (3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose Voting Results along with Scrutinizer's Report in respect of the Business Conducted at the 01/2024-2025 EGM held on Tuesday, January 28, 2025, through Video Conferencing and Other Audio-Visual Means.

This is for your information and record.

Thanking you,

Yours truly,

For Azad Engineering Limited


Ful Kumar Gautam
(Company Secretary & Compliance Officer)
Membership No.: A49550



Encl.: As Above

Ashish Kumar Gaggar
Company Secretary in Practice

Flat No.201, IInd Floor, Lake View Towers,
Safari Nagar, Kothaguda,
Kondapur, Hyderabad – 500084
M: 9849223007
Email: ashishgaggar.pcs@gmail.com

Consolidated Scrutinizer's Report

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies
(Management and Administration) Rules, 2014]**

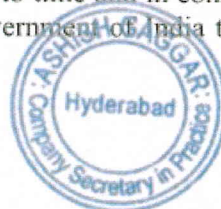
To,
The Chairman of Extraordinary General Meeting
AZAD ENGINEERING LIMITED ("Company")
Reg Off: 90/C,90/D, Phase-I, I.D.A, Jeedimetla, Hyderabad,
Telangana- 500055 India

Respected Sir,

Sub: Consolidated Scrutinizer Report on Remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and E-Voting at the Extraordinary General Meeting of Company held on Tuesday, January 28th, 2025 at 04.00 P.M. IST through video conferencing ('VC') or other audio-visual means ('OAVM').

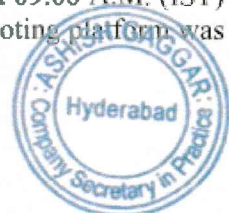
I, Ashish Kumar Gaggar, Company Secretary in Practice had been appointed as the Scrutinizer by the Board of Directors of the Azad Engineering Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote E-Voting as well as electronic voting (e-voting") at the Extraordinary General Meeting ("EGM") of Azad Engineering Limited on **Tuesday, January 28th, 2025** at 04.00 P.M. through video conferencing ('VC') or other audio-visual means ('OAVM'). The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to the remote e-voting and the votes casting through e-voting at the meeting on resolution contained in the notice of the EGM. My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolution based on the reports generated from the electronic voting system.

1. The Extraordinary General Meeting("EGM") of the Company was held on Tuesday, January 28th, 2025 at 04.00 P.M through Video Conferencing (VC) or other audio visual means ('OAVM') and the voting for items had been transacted as per the Notice to the EGM through remote electronic voting process and e-voting during the EGM in compliance with applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time and in compliance with the framework issued by the Ministry of Corporate Affairs, Government of India through its 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 (the "MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 ("Listing Regulations") read with 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/P-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 Securities and Exchange Board of India ("SEBI Circulars").

2. The registered office of the Company was the deemed venue for the EGM.
3. Pursuant to the MCA and SEBI Circulars, advertisement was published in Business Standard (English language newspaper) and Surya (Telugu language newspaper) respectively specifying the date and time of the EGM, availability of the notice on Company's website and website of the Stock Exchanges, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the EGM etc.
4. Pursuant to the MCA and SEBI Circulars, the Notice calling the EGM was sent in electronic form to the Members whose e-mail id is registered with the Company/Depositories.
5. The Notice calling the EGM had 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 ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of KFin Technologies Limited, Registrar & Transfer Agent of the Company ("KFIN") (agency for providing the Remote e-Voting facility and e-voting facility at the EGM) i.e. <https://evoting.kfintech.com>.
6. Since this EGM was held pursuant to the MCA Circulars and SEBI Circulars through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members was also dispensed with.
7. Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Company has availed e-voting facility offered by KFin Technologies Limited, Registrar & Transfer Agent of the Company ("KFIN ") for conducting remote e-voting and e-voting at the EGM by the Shareholders of the Company.
9. The shareholders of the Company holding shares as on the cut-off date i.e Monday, January 20, 2025 were entitled to vote on the resolutions as contained in the Notice of the EGM.
10. The remote E-voting period began on Wednesday, January 22, 2025 at 09:00 A.M. (IST) and ends on Monday, January 27, 2025 at 05:00 P.M. (IST) and the KFIN e-voting platform was blocked in due time.



Ashish

11. The voting at the EGM was allowed by using an electronic voting system, on the resolutions on which the voting is to be held. The said voting system was provided to all those members who attended the EGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. As per the information provided by KFIN, the name of the members who had already voted through remote e-voting facility was blocked for voting at the EGM.

12. After the closure of the voting at the EGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

13. The vote cast under remote e-voting facility was thereafter unblocked in the presence of two witnesses who were not in employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the KFIN e-voting system.

14. Based on the results made available to me, 220 Members have cast their votes through Remote E-Voting platform and 3 Members have cast their vote by means of E- Voting system at the EGM. The Consolidated results with respect to each item on the agenda as set out in the Notice of the EGM dated 06th January 2025 is enclosed herewith.

Resolution No. 1: SPECIAL RESOLUTION

ISSUANCE OF SECURITIES OF THE COMPANY THROUGH PERMISSIBLE MODES OF FUND RAISING:

	Remote e-voting before the EGM		E-voting at the EGM		Total		(% of valid votes cast
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution	203	45955973	3	3	206	45955976	99.55%

	Remote e-voting before the EGM		E-voting at the EGM		Total		(% of valid votes cast
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes against the resolution	17	209944	-	-	17	209944	0.45%



Resolution No. 2: SPECIAL RESOLUTION

TO CONSIDER AND APPROVE APPOINTMENT OF MR. MURALI KRISHNA BHUPATIRAJU AS THE MANAGING DIRECTOR AND TO FIX HIS REMUNERATION THEREOF:

	Remote e-voting before the EGM		E-voting at the EGM		Total		(%) of valid votes cast
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution	166	43262953	3	3	169	43262956	93.71%

	Remote e-voting before the EGM		E-voting at the EGM		Total		(%) of valid votes cast
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes against the resolution	52	2902938	-	-	52	2902938	6.29%

Resolution No. 3: SPECIAL RESOLUTION

TO CONSIDER AND APPROVE APPOINTMENT OF MR. DEEPAK KABRA AS INDEPENDENT DIRECTOR (NON-EXECUTIVE) :

	Remote e-voting before the EGM		E-voting at the EGM		Total		(%) of valid votes cast
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution	204	46165006	3	3	207	46165009	100%



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	Remote e-voting before the EGM		E-voting at the EGM		Total		(% of valid votes cast
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes against the resolution	8	882	-	-	8	882	Negligible

Resolution No. 4: SPECIAL RESOLUTION

TO INCREASE THE BORROWING LIMIT OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

	Remote e-voting before the EGM		E-voting at the EGM		Total		(% of valid votes cast
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution	165	43900599	3	3	168	43900602	95.09%

	Remote e-voting before the EGM		E-voting at the EGM		Total		(% of valid votes cast
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes against the resolution	51	2265282	-	-	51	2265282	4.91%



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	Remote e-voting before the EGM		E-voting at the EGM		Total		(% of valid votes cast)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes against the resolution	52	2968917	-	-	52	2968917	6.43%

Resolution No. 7: SPECIAL RESOLUTION

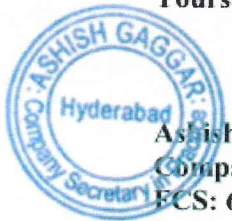
TO APPROVE THE AZAD ENGINEERING LIMITED EMPLOYEE STOCK OPTION SCHEME 2024 FOR ELIGIBLE EMPLOYEES OF GROUP COMPANIES, ASSOCIATE COMPANIES, SUBSIDIARY COMPANIES OR AZAD PRIME PRIVATE LIMITED AND AZAD VTC PRIVATE LIMITED OR HOLDING COMPANY:

	Remote e-voting before the EGM		E-voting at the EGM		Total		(% of valid votes cast)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution	164	43196990	3	3	167	43196993	93.57%

	Remote e-voting before the EGM		E-voting at the EGM		Total		(% of valid votes cast)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes against the resolution	52	2968917	-	-	52	2968917	6.43%

Thanking you,
Yours faithfully

For Azad Engineering Limited



Ashish
Ashish Kumar Gaggar
Company Secretary in Practice
FCS: 6687
CP No.: 7321
Place: Hyderabad
Date: 29th January 2025
UDIN: F006687F003815241
PR: 707/2020



Rakesh
Chairman for Extraordinary General Meeting
Rakesh Chopdar
(DIN: 01795599)