AXIOM GAS ENGINEERING LIMITED

AN ISO 9001 : 2008 COMPANY

Head Office : Tasha Mansion, House No. 8-2-334, Plot No. 49, Green Valley,
Road No. 3, Banjara Hills, Hyderabad, Telangana - 500034. India.
Phone No. : 040-45065015, Mobile : +91-95330 11187

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF AXIOM GAS ENGINEERING LIMITED HELD ON MONDAY, 21TH JULY, 2025 AT 11.30 A.M. AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT NO.8-2-334, PLOT NO.49 AND PART OF PLOT NO.50, GREEN VALLEY, ROAD NO.3, BANJARA HILLS, HYDERABAD 500034, TELANGANA, INDIA.

RECONSTITUTION OF COMMITTEES:

The Board was informed that due to changes in constitution of Board, it was recommended to re-constitute the Committees in accordance with the provisions of Companies Act, 2013 and rules made thereunder as applicable to our company regarding the constitution, roles and responsibilities of the committees.

1. RE-CONSTITUTION OF AUDIT COMMITTEE :

"RESOLVED THAT in accordance with the provisions of Section 177 of the Companies Act, 2013 read with rules made there under and SEBI Regulation, an Audit Committee of the Board of Directors be and is hereby re-constituted, consisting of the following Directors as member of Committee:

Sr. No.	Name of Member	Designation in Board	Designation in Committee
1	Mr. Mehul Pravinchandra Talati	Non- Executive Independent Director	Chairperson
2	Mr. Darshan Suresh Chandan	Non- Executive Independent Director	Member
2	Mr. Sivagiri Srinivasan	Non- Executive Independent Director	Member

RESOLVED FURTHER THAT the Audit committee shall perform inter alia the following function:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

1. to investigate any activity within its terms of reference
2. to seek information from any employee
3. to obtain outside legal or other professional advice; and

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Managing Director

Design. Create. Deliver.
AXIOM
ENGINEERING & PROJECT DIVISION

PrimeFuel
AUTO LPG & LPG RETAIL DIVISION

CRISIL
An S&P Global Company
Overall Rating awarded to AXIOM: 2 (Satisfactory)
Date of issue: 28/02/2023 Valid up to: 27/02/2025

4. to secure attendance of outsiders with relevant expertise, if it considers necessary; and
5. Such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
3. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
4. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
5. Changes, if any, in accounting policies and practices and reasons for the same;
6. Major accounting entries involving estimates based on the exercise of judgment by management;
7. Significant adjustments made in the financial statements arising out of audit findings;
8. Compliance with listing and other legal requirements relating to financial statements;
9. Disclosure of any related party transactions;
10. Qualifications in the draft audit report; and
11. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
12. Approval or any subsequent modification of transactions of the company with related parties;
13. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
15. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
18. Discussion with internal auditors any significant findings and follow up there on.

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19. Examination of the financial statement and the auditors' report thereon;
20. Approval or any subsequent modification of transactions of the company with related parties;
21. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
22. Reviewing, with the management, the quarterly and half yearly financial statements before submission to the board for approval
23. Scrutiny of inter-corporate loans and investments;
24. Discussion with internal auditors of any significant findings and follow up there on;
25. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
26. Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
27. Valuation of undertakings or assets of the company, wherever it is necessary;
28. Evaluation of internal financial controls and risk management systems;
29. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
30. The Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
31. The Committee shall have authority to investigate into any matter in relation to the items specified above or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.
32. To investigate any other matters referred to by the Board of Directors;
33. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
34. Carrying out any other function as may be required / mandated as per the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws;
35. Reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances /investments;
36. the Audit Committee shall mandatorily review the following information:
    a. Management discussion and analysis of financial information and results of operations;

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b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
d. Internal audit reports relating to internal control weaknesses; and
e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

RESOLVED FURTHER THAT The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

RESOLVED FURTHER THAT audit committee shall meet as and when required and not more than 120 days shall elapse between 2 meetings.

RESOLVED FURTHER THAT Company Secretary and compliance Officer of the Company shall act as Secretary to the Audit Committee.

RESOLVED FURTHER THAT the decisions at the committee meetings shall be by a majority of the votes of members present at the meeting and in the event of equality of votes, the Chairperson shall have a second or casting vote.

RESOLVED FURTHER THAT the committee shall be responsible for performing all the functions and duties as stated above and are required under the provisions of Companies Act, 2013 and Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015."

2. **RE-CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE:**

RESOLVED THAT in accordance with the provisions of section 178 of the Companies Act, 2013 read with rules made there under and SEBI Regulation, Nomination and Remuneration Committee of the Board of Directors be and is hereby re-constituted, consisting of the following Directors as member of Committee:

Sr. No.	Names of Member	Designation in Board	Designation in Committee
1	Mr. Sivagiri Srinivasan	Independent Director	Chairman
2	Mr. Mehul Pravinchandra Talati	Independent Director	Member
3	Mr. Darshan Suresh Chandan	Independent Director	Member

RESOLVED FURTHER THAT the Nomination and Remuneration committee shall perform inter alia the following function:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**").

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The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) The level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully

(ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

2. Formulation of criteria for evaluation of independent directors and the Board
3. Devising a policy on Board diversity
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director)
5. Analysing, monitoring and reviewing various human resource and compensation matters
6. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors
7. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors
8. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary
9. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time
10. Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws.
11. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, if applicable.
12. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

    (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

    (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

13. Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority. The Nomination and Remuneration Committee is required to meet at least once in a year under Regulation 19(3A) of the SEBI Listing Regulation.

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RESOLVED FURTHER THAT Committee shall meet as and when the need arise for review of Managerial Remuneration. Meeting of the Nomination and Remuneration Committee shall be called by at least seven days' notice in advance or at a shorter period notice, with the consent of maximum members of the committee.

RESOLVED FURTHER THAT the decisions at the committee meetings shall be by a majority of the votes of members present at the meeting and in the event of equality of votes, the Chairperson shall have a second or casting vote.

RESOLVED FURTHER THAT the committee shall be responsible for performing all the functions and duties as stated above and are required under the provisions of Companies Act, 2013 and Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the "**Nomination and Remuneration Policy**" as tabled before the Board duly signed by Managing Director for the identification and perusal of Board be and is hereby adopted by the Board.

RESOLVED FURTHER THAT The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

RESOLVED FURTHER THAT any director to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

3. **RE-CONSTITUTION OF STAKEHOLDER'S RELATIONSHIP COMMITTEE:**

RESOLVED THAT pursuant to the Section 178(6) of the Companies Act, 2013 and SEBI Regulations, the Stakeholders Relationship Committee of the Company be and is hereby re-constituted to perform the following functions with regard to investor:

Resolving the grievances of the security holders of the listed entity including complaints related to transfer of shares or debentures, including non-receipt of share or debenture certificates and to review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints.

1. Review of measures taken for effective exercise of voting rights by shareholders
2. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures, or any other securities
3. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time.

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4. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services.
5. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
6. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority. The Stakeholders' Relationship Committee is required to meet at least once in a year under Regulation 20(3A) of the SEBI Listing Regulations.

RESOLVED FURTHER THAT The Stakeholders Relationship Committee consisting of the following directors:

Sr. No.	Names of Member	Designation in Board	Designation in Committee
1	Mr. Sivagiri Srinivasan	Independent Director	Chairman
2	Mr. Mehul Pravinchandra Talati	Independent Director	Member
3	Mr. Asma Sadique Banani	Managing Director	Member

RESOLVED FURTHER THAT the quorum necessary for a meeting of the Stakeholder's Relationship Committee shall be two directors.

RESOLVED FURTHER THAT Stakeholder's Relationship Committee shall meet as often as required and shall report to the Board in regard the status of Redressal of complaints received from the shareholders of the Company.

RESOLVED FURTHER THAT the decisions at the committee meetings shall be by a majority of the votes of members present at the meeting and in the event of equality of votes, the Chairperson shall have a second or casting vote.

RESOLVED FURTHER THAT the committee shall be responsible for performing all the functions and duties as stated above and are required under the provisions of Companies Act, 2013 and Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. **RE-CONSTITUTION OF CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:**

RESOLVED THAT in accordance with the provisions of section 135 of the Companies Act, 2013 a Committee of Board be and is hereby re-constituted to be known as Corporate Social Responsibility Committee (hereinafter referred to CSR Committee) consisting of the following directors:

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Sr. No.	Names of Member	Designation in Board	Designation in Committee
1	Mr. Sivagiri Srinivasan	Independent Director	Chairman
2	Mr. Mehul Pravinchandra Talati	Independent Director	Member
3	Mrs. Asma Sadique Banani	Managing Director	Member

RESOLVED FURTHER THAT the Corporate Social Responsibility Committee shall perform inter alia the following function:

1. formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board
2. identify corporate social responsibility policy partners and corporate social responsibility policy programmes
3. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company
4. delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities
5. review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
6. any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time, and
7. exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

RESOLVED FURTHER THAT the quorum of the CSR Committee shall be either two members or one third of the members of the CSR Committee whichever is greater.

RESOLVED FURTHER THAT The Company Secretary to the Company shall act as Secretary to the CSR Committee."

RESOLVED FURTHER THAT the CSR Committee shall meet as often as the Board of Director or committee members deem fit or unless otherwise resolved.

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RESOLVED FURTHER THAT the CSR Committee may invite such executives, as it considers appropriate to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Company.

RESOLVED FURTHER THAT the decisions at the committee meetings shall be by a majority of the votes of members present at the meeting and in the event of equality of votes, the Chairperson shall have a second or casting vote."

RESOLVED FURTHER THAT the committee shall be responsible for performing all the functions and duties as stated above and are required under the provisions of Companies Act, 2013 and Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

// CERTIFIED TRUE COPY //

For and on behalf of Axiom Gas Engineering Limited

(Asma Mohamad Sadique Banani)
Managing Director
DIN: 06432914

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