

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 //

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF AXIOM GAS ENGINEERING LIMITED HELD ON MONDAY 29TH JULY, 2024 AT 11:30 A.M. AT THE CORPORATE OFFICE OF THE COMPANY LOCATED AT H NO.8-2-334, PLOT NO.49 AND PART OF PLOT NO.50, GREEN VALLEY, ROAD NO.3, BANJARA HILLS, HYDERABAD 500034, TELANGANA, INDIA.

1. APPOINTMENT OF MR. SIVAGIRI SRINIVASAN AS INDEPENDENT DIRECTOR OF THE COMPANY OF THE COMPANY

Mrs. Asma Mohamad Sadique Banani, inform to the Board that in order to comply with Companies Act 2013 and to broaden the director base of the company, an Independent Director is required to be appointed on Company's Board. **Mr. Sivagiri Srinivasan** has expressed his willingness to join the Company's Board as Independent Director and given his consent in Form DIR-2. The Board after keeping in view the qualification and experience of **Mr. Sivagiri Srinivasan** passed the below resolution:

"RESOLVED THAT the Board hereby take note of Form DIR-2, received from **Mr. Sivagiri Srinivasan** holding DIN: 10697959, for appointment as Independent Director in the Company.

RESOLVED FURTHER THAT pursuant to the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification and re-enactment thereof for the time being in force, subject to the approval of the shareholders in Extra Ordinary General Meeting by way of ordinary resolution, **Mr. Sivagiri Srinivasan** having DIN: 10697959, who has given his consent to act as an independent director, be and is hereby appointed as an Independent Director of the company for a period of 5 years from 05th August, 2024 to 04th August, 2029 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file E-form DIR-12 with the Registrar of Companies and to do all such acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution."

For AXIOM GAS ENGINEERING LIMITED

Director

2. TO CONSIDER AND APPROVE THE BORROWING POWERS OF THE COMPANY U/S 180(1)(C) OF THE COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of shareholders in general meeting, the consent of the Board be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 100.00 Crores, including the money already borrowed by the Company Exceeding in aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT an Extra-Ordinary General Meeting be held on 05th August, 2024 at 11:00 A.M at the corporate office of the Company to get the approval of the members to the proposed resolution.

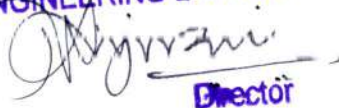
RESOLVED FURTHER THAT a draft of the resolution together with the explanatory statement, a draft of which is tabled before the meeting be included in the notice to be issued for convening of Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.

3. ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER):

"RESOLVED THAT in terms of Sections 62(1)(c), 23(1)(a) other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities and departments, if and to the extent necessary and such other approvals, permissions and sanctions as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly Authorized Committee thereof for the time being exercising the powers conferred by the Board) as its sole discretion and subject to the approval of the Shareholders of the Company, the consent of the Board of Directors be and is hereby accorded to create, offer, issue and allot to the public and to such person or persons, who may or may not be the Shareholders/ Members of the Company, to the general public at large

For AXIOM GAS ENGINEERING LIMITED


Director

and to other categories of investors viz. QIBs (FIIs, Fls, and other eligible entities as per SEBI Regulations), FINIS, Retails Investors, Employees of the Company, Non-Resident Indians, Bodies Corporate or other entities as per the extant Regulations and to such other persons in one or more combinations thereof, from time to time in one or more tranches such number of Equity Shares having Face value of Rs.5/- each at such premium, as the Board of Directors may deem fit and proper, the limit upto 91,94,000 Equity Shares and to enlist the Equity Shares of the Company on the recognized Stock Exchange(s) (including SME platform) as the Board of Directors of the Company may deem fit and proper, as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with Book Running Lead Manager(s) on such terms and conditions including the number of shares to be issued, at par or at premium as may be finalized and approved by the Board in its absolute discretion in accordance with extant SEBI (ICDR) Regulations 2018, as amended from time to time and any other applicable statute.

RESOLVED FURTHER THAT the new Equity shares so issued shall upon allotment shall have the same rights of voting as the existing Equity shares and be treated for all other purposes pari-passu with the existing Equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters of whatsoever nature that may be incidental thereto, including but not limited to appointment of Book Running Lead Manager (s). Legal Advisor, Syndicate Member(s), Underwriter(s), Market Maker(s), Depository(ies), Registrars and Transfer Agent (RTA) and other agencies as may be involved in or concerned in such Public issue and to remunerate all such agencies by way of commission, brokerage, fees or otherwise, by way of entering into agreement or otherwise and to settle any question, doubt or difficulty that may arise in regard to the issue, offer and allotment of the said shares.

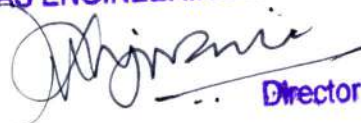
RESOLVED FURTHER THAT a certified true copy of the resolution be furnished under the signature of any one Director and/or Key Managerial Personnel of the Company to the respective authorities."

4. ADOPTION OF POLICY

The Management has recommended following policy for perusal for Board, also placed before the Board for perusal.

The Board discussed the matter and following resolution was passed unanimously:

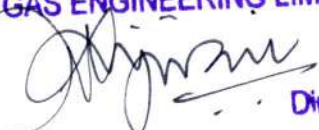
For AXIOM GAS ENGINEERING LIMITED


Director

"RESOLVED THAT management after considering the need for and the benefits and ascertain the objective of following policy/ies, the consent of board be and is hereby accorded for approval of the said Policy/ies, tabled before the meeting and initialed by the chairman for the purpose of identification signed by chairman:

1. **ANNUAL EVALUATION POLICY FOR BOARD OF DIRECTORS:** The Board of Directors shall conduct an annual self-evaluation to assess its performance, effectiveness, and contribution to the company's goals.
2. **CODE OF CONDUCT:** The Company's Code of Conduct shall define the ethical and professional standards expected of all employees, officers, and directors.
3. **CSR POLICY:** The Corporate Social Responsibility (CSR) policy outlines the company's commitment to social and environmental responsibility and the framework for CSR activities.
4. **DETAILS OF FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:** The Company shall provide an orientation and familiarization program for independent directors to help them understand their roles, responsibilities, and the company's operations.
5. **INSIDER TRADING POLICY:** This policy defines guidelines and restrictions on insider trading to prevent unlawful trading by individuals with access to non-public information.
6. **MATERIAL SUBSIDIARIES:** The Company shall identify and define Material Subsidiaries, and the policy shall govern their operations and reporting.
7. **NRC POLICY (Remuneration Policy for Directors):** The Nomination and Remuneration Committee shall oversee and determine the remuneration policy for directors and key management personnel.
8. **PRESERVATION OF DOCUMENTS POLICY:** This policy outlines the requirements for preserving and maintaining important documents and records.
9. **POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS:** The policy shall define and regulate related party transactions based on their materiality and the need for approvals.
10. **RISK MANAGEMENT POLICY:** The Company shall establish a Risk Management Policy to identify, assess, and manage various risks affecting the organization.

For AXIOM GAS ENGINEERING LIMITED


Director

11. **SEXUAL HARASSMENT POLICY:** The Company shall maintain a policy against sexual harassment to provide a safe and inclusive work environment.
12. **TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS:** The terms and conditions for the appointment of independent directors shall be established based on the best corporate governance practices.
13. **WHISTLEBLOWER POLICY:** This policy ensures that employees can report any unethical or illegal conduct without fear of retaliation.
14. **DIVIDEND POLICY:** The Company's Dividend Policy shall set guidelines for the distribution of dividends to shareholders.
15. **ANTI-CORRUPTION ANTI-BRIBERY POLICY:** A policy against corruption and bribery shall be established to uphold integrity and legality.
16. **ARCHIVAL POLICY:** This policy defines the retention and archival of corporate records and information.
17. **DETERMINATION OF MATERIAL EVENTS:** The process to determine material events and the requirement for timely disclosure shall be outlined.
18. **POLICY FOR BOARD DIVERSITY:** A policy for promoting diversity on the Board of Directors shall be instituted.
19. **POLICY FOR ORDERLY SUCCESSION OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT:** The Company shall define a policy for the orderly succession of the Board of Directors and Senior Management.

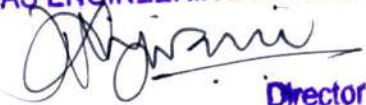
RESOLVED FURTHER THAT the managing Director be and is hereby severally authorised communicated to all relevant stakeholders, and responsible departments shall be tasked with its implementation and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose.

RESOLVED FURTHER THAT any director and are hereby severally authorised to make such alterations, modifications or changes to the abovementioned policies from time to time."

5. TO TAKE ON RECORD AND APPROVE THE LIST OF PERSONS AS THE PROMOTER GROUP OF THE COMPANY

"**RESOLVED THAT** pursuant to the provisions of regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure

For AXIOM GAS ENGINEERING LIMITED


Director

Requirements) Regulation, 2018, as amended (including any amendments, modifications or re-enactments thereof, for the time being in force) and the circulars and orders made thereunder, and declarations received from the Promoters of the Company and in accordance with the provisions of Memorandum of Association and Article of Association of the Company consent of the Board be and is hereby accorded to take on record and approve the following persons as the Promoter Group of the Company.

Promoters

- 1) Mr. Alpeshkumar Naginbhai Patel
- 2) Mr. Sadique Abdul Kadar Banani
- 3) Mrs. Kinnari Alpeshkumar Patel
- 4) Mrs. Asma Mohamad Sadique Banani

Individuals forming part of Promoter Group

1. Sushilaben Naginbhai Patel
2. Naginbhai Nathabhai Patel
3. Anjana Jigneshkumar Brahmbhatt
4. Praket Alpeshkumar Patel
5. Vedanti Alpeshkumar Patel
6. Jayantibhai Chimantibhai Patel
7. Narmadaben Jayantibhai Patel
8. Himanshu Jayantibhai Patel
9. Shital Jayeshkumar Patel
10. Snehlata Santoshkumat Patel
11. Zainab Abdul Kader Banani
12. Roshan Banu Yusuf Akbani
13. Gulshan Bano Mohd Hanif Janwani
14. Shabnam Mohd Amin Hingora
15. Ahmed Sadique Banani
16. Hashim Sadique Banani
17. Hamza Sadique Banani
18. Bilkees Bano
19. Mohd Yunus
20. Alfiya Khatani

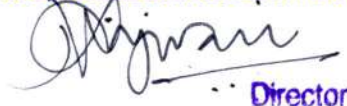
Companies forming part of Promoter Group

1. M/s. Primefuel Logistics Private Limited
2. M/s. Czar Metric System Private Limited
3. M/s. Keylogic Automations Private Limited
4. M/s. Fueltech Engineering Services Private Limited

LLP forming part of Promoter Group - NIL-

Partnership Firms forming part of Promoter Group - NIL-

For AXIOM GAS ENGINEERING LIMITED


Director

HUFs forming part of Promoter Group - NIL-

Proprietary concern forming part of Promoter Group - NIL-

RESOLVED FURTHER THAT the directors and Company Secretary be and is hereby severally authorized to sign and execute such documents, communications, writing and to do all acts, deeds, matters and things as may be considered necessary, desirable and expedient for the purpose of giving effect to this resolution and to settle any questions or difficulty that may arise with regard the aforesaid purpose”.

6. TO TAKE ON RECORD AND APPROVE THE LIST OF PERSONS AS PROMOTERS OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of section 2(69) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactments thereof, for the time being in force) and the rules made thereunder, read along with the provisions of regulation 2(1)(oo) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, as amended (including any amendments, modifications or re-enactments thereof, for the time being in force) and the circulars and orders made thereunder and in accordance with the provisions of Memorandum of Association and Article of Association of the Company consent of the Board be and is hereby accorded to take on record and approve the following persons as the Promoters of the Company.

Promoters

1. Mr. Alpeshkumar Naginbhai Patel
2. Mr. Sadique Abdul Kadar Banani
3. Mrs. Kinnari Alpeshkumar Patel
4. Mrs. Asma Mohamad Sadique Banani

RESOLVED FURTHER THAT the directors and Company Secretary be and is hereby severally authorized to sign and execute such documents, communications, writing and to do all acts, deeds, matters and things as may be considered necessary, desirable and expedient for the purpose of giving effect to this resolution and to settle any questions or difficulty that may arise with regard the aforesaid purpose”.

For Axiom Gas Engineering Limited

(Nikhil Tiwari)
Managing Director
DIN: 10680631

