

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 WEDNESDAY 27TH NOVEMBER, 2024 AT 3:30 P.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. NISHANT SHAH AS INDEPENDENT DIRECTOR OF THE COMPANY OF THE COMPANY

Mr. Nikhil Tiwari, informed 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. Nishant Shah 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. Nishant Shah passed the below resolution:

"RESOLVED THAT the Board hereby take note of Form DIR-2, received from Mr. Nishant Shah holding DIN: 07684237, 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 special resolution, Mr. Nishant Shah holding DIN: 07684237, 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 28th November, 2024 to 27th November, 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."

AXIOM GAS ENGINEERING LIMITED

N. Nishant
Managing Director



Regd. Office: A-522, 523. SWC HUB, Near Rajpath Complex, Vasna Bhayli Road, Vadodara, (Gujarat)-391410

Email : info@axiomgas.com, Website : www.axiomgas.com

CTN : U23201GJ2007PTC051590

2. CHANGE IN DESIGNATION OF MRS. ASMA MOHAMAD SADIQUE BANANI AS JOINT MANAGING DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), subject to approval of members in the general meeting and such other consents and permission as may be necessary, consent of the board of directors be and is hereby accorded to change in designation **MRS. ASMA MOHAMAD SADIQUE BANANI (DIN: 06432914)**, as Joint Managing Director of the Company with effect from 28th November, 2024 whose office shall be liable to retire by rotation. She shall be entitled to remuneration as may be decided by the board of directors of the company on such terms and conditions as mutually agreed.

RESOLVED FURTHER THAT an Extraordinary General Meeting be held on Thursday, 28th November, 2024 at 11:00 am at the corporate office to get the approval of the members to the proposed change in designation.

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 Extraordinary General Meeting.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to take all necessary steps to give effect to the said resolution."

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

"RESOLVED THAT in supersession of the earlier resolution passed in this regard pursuant to the provisions of Sections 23,62(1)(C) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) ("Companies Act, 2013") and the rules made thereunder, the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed ("Companies Act, 1956"), the Securities Contracts (Regulation) Act, 1956, as amended from time to time ("SCRA"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of Company are proposed to be listed ("Listing Agreements"), the Foreign Exchange Management Act, 1999 ("FEMA") as amended from time to time, the Foreign Exchange Management

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Managing Director

(Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended from time to time and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Securities and Exchange Board of India ("SEBI") or any other competent authority (collectively, the "Regulatory Authorities), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities including the Department of Industrial Policy and Promotion, Government of India ("DIPP"), the SEBI, the Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), the Registrar of Companies ("RoC") the relevant stock exchanges including their SME Platform and such other approvals, permissions and sanctions, as may be necessary, including any consent or approval under any contract or agreement and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanction, subject to approval of shareholders of the Company be and is hereby accorded for an initial public offering of the equity shares of the Company and the Board of Directors of the Company (hereinafter referred to as "Board" and which term shall include such Committee of Directors constituted for the said purpose) be and is hereby authorized to create, offer, issue and allot up to 1,03,00,000 Equity shares of face value of Rs. 5/- each which includes Fresh Issue of Equity Shares up to 93,00,000 ("Fresh Issue") and an Offer for sale of Equity Shares upto 10,00,000 ("Offer For Sale") by certain existing shareholders of the company (the "Selling Shareholders") (the "Offer for Sale" and together with the Fresh Issue, the "Offer") for cash at a price as may be determined by the Board at its sole discretion in pursuance of the Fixed Price mechanism (in accordance with SEBI ICDR Regulations) in consultation with the Lead Manager ("LM"), including any issue and allotment of Equity shares to any other persons pursuant to any pre-issue placement (if any) at such price as deem fit by Board ("Issue Price"), out of the authorized share capital of the Company and at its discretion, at such time and at such manner as may be discovered in accordance with the applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time ("SEBI ICDR Regulations") of such number of Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares as the Board may deem fit offer to the public may be issued and allotted and / or transferred, as the case may be, as may be required for the purposes of rounding off), to such person or persons, who may or may not be the members of the Company and as the Board may, at its sole discretion, decide in consultation with the LM so appointed, including resident investors, eligible Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, qualified institutional buyers, eligible employees of the Company, retail investors, bodies corporate, any other company/companies, private or public or other body corporate (s) or entities whether incorporated or not, and such other persons in one or more combinations thereof, and/ or any other categories of investors which shall include, reservation

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of a certain number of shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), the price including the premium to be determined, in one or more tranches and in the manner, and on the terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LM, whether the price at which the Shares are to be issued, at par or at premium and whether for cash or other consideration, including discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the LM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchanges as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the LM or Designated Stock Exchange or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares including the number of Shares that may be offered and proportion thereof, timing for issuance of such Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to draft prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any 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 Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may in its absolute discretion deem fit without being required to seek 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.

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Managing Director

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Shares on one or more stock exchanges in India including SME platform.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee or any one of the directors or Chief Financial Officer/ company secretary of the Company.

RESOLVED FURTHER THAT the Equity Shares to be issued by the company as stated aforesaid shall rank pari - passu with all existing Equity Shares of the Company."


4. RESIGNATION OF MR. JAYANTIBHAI CHIMANBHAI PATEL (DIN: 01669306) AS DIRECTOR OF THE COMPANY

"**RESOLVED THAT** the resignation of *MR. JAYANTIBHAI CHIMANBHAI PATEL (DIN: 01669306)*, Director of the Company, be and is hereby accepted with effect from the 27th day of the November 2024.

RESOLVED FURTHER THAT the Board places on record its appreciation for the assistance and guidance provided by *MR. JAYANTIBHAI CHIMANBHAI PATEL (DIN: 01669306)* during his tenure as Director of the Company.

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."

// CERTIFIED TRUE COPY //
For Axiom Gas Engineering Limited


(Nikhil Tiwari)
Managing Director
DIN: 10680634

