

September 08, 2025

To,
The Listing Department
BSE Limited
Department of Corporate Affairs
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai, Maharashtra - 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, Maharashtra - 400 051

Dear Sir/Ma'am,

Subject : Intimation of notice of 42 Annual General Meeting (AGM).
Reference : ISIN - INE02IJ01035; Scrip Id-544061; Scrip Code-AZAD

We hereby inform you that the 42 Annual General Meeting ("AGM") of the members of the Company will be held on **Tuesday, September 30, 2025 at 04:00 P.M. (IST)** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (SEBI).

We enclose herewith the Notice of the AGM.

The Notice is also uploaded on the Company's website and can be accessed at: <https://azad.in/company-announcements/>

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.: F13688



Encl.: As Above

AZAD ENGINEERING LIMITED



Registered Office Address: 90/C, 90/D, Phase-1, I.D.A.
Jeedimetla, Hyderabad, Telangana-500 055, India.

CIN NO: L74210TG1983PLC004132 | Tel: 040-23097007
GSTIN: 36AAECA9452H1ZJ | Email: cs@azad.in

Website: www.azad.in

Notice of the 42nd Annual General Meeting of Azad Engineering Limited

CIN: L74210TG1983PLC004132

Registered Office: 90/C, 90/D, Phase 1, IDA, Jeedimetla, Hyderabad, Telangana-500055, India

Email: cs@azad.in; Phone: +91-40-2309 7007; Website: <https://www.azad.in/>

NOTICE IS HEREBY GIVEN THAT FORTY SECOND (42ND) ANNUAL GENERAL MEETING OF THE MEMBERS OF AZAD ENGINEERING LIMITED ("THE COMPANY") WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 04:00 P.M. (IST) THROUGH VIDEO-CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") ORGANISED BY THE COMPANY TO TRANACT THE FOLLOWING BUSINESS AND THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 90/C, 90/D, PHASE 1, L.D.A, JEEDEMELA, HYDERABAD, TELANGANA - 500055 , INDIA.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the audited financial statements (including the audited consolidated financial statements) of the Company for the financial year ended on 31st March 2025, together with the reports of Board of Directors and Auditors thereon and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Financial Statements (including the audited consolidated financial statements) for the financial year ended on 31st March 2025, together with schedules and notes appended thereto and the report of Directors' and Auditors' of the Company, as tabled before the meeting, be and are hereby received, considered, approved and adopted."

- 2) To appoint a director in place of Mrs. Jyoti Chopdar (DIN: 03132157), Whole-time Director who retires by rotation and being eligible, offers herself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Jyoti Chopdar (DIN: 03132157), Whole-time Director who retires by rotation at this Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Whole-time Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

- 3) To appoint Mr. Ashish Kumar Gaggar, a Peer reviewed Company Secretary in practice as Secretarial Auditor of the Company, and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, Mr. Ashish Kumar Gaggar, (FCS 6687, COP: 7321) a Peer reviewed Company Secretary in practice be and is hereby appointed as the Secretarial Auditor of the Company for first term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by him during the course of the secretarial audit".

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be authorised on behalf of the Company, including but not limited to determine role and responsibilities/ scope of work of the Secretarial Auditor, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Act or Listing Regulations and such other requirements without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution."

4) To approve the continuation of directorship of Mr. Michael Joseph Booth (DIN: 10309295), Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in this regard to consider and, if thought fit, to pass the following resolution as a special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and other applicable provisions if any, consent of the members of the Company be and are hereby accorded to the continuation of directorship of Mr. Michael Joseph Booth (DIN: 10309295), as an Independent Director of the Company who is serving his first term as an Independent Director with effect from 12 September 2023 until 11 September 2028 and will attain the age of 75 years during this term."

"RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board of Directors of
Azad Engineering Limited

Rakesh Chopdar

Chairman & CEO

DIN:01795599

Date: September 08, 2025

Place: Hyderabad

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of special businesses to be transacted at the Annual General Meeting ("AGM"), as set out under Item No(s). 3 and 4 above and the relevant details of the Directors as mentioned under said Item No(s). 2 and 4 as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. In Compliance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and General Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 2/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022, 09/2023 dated 25th September 2023 and 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs ("MCA"), in relation to the extension of framework provided in the MCA Circulars up to 30th September 2025, read with Circulars dated 12th May, 2020, 15th January, 2021, 13th May 2022, 5th January, 2023, Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023, Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and other relevant circulars, if any, issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold the Annual General Meeting ("AGM") through Video Conference ("VC") or Other Audio Visual Means ("OAVM") up to 30th September, 2025, without the physical presence of members at a common venue. Hence, in compliance with the aforementioned Circulars, the 42nd AGM of the Company is being conducted through VC / OAVM.
3. M/s. KFin Technologies Limited, Registrar & Transfer Agent of the Company ("RTA"), shall be providing the facility for voting and attending the AGM through VC. Members may note that the VC facility provided by RTA allows participation of upto 100000 members on a first-come-first-served basis. The members (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 and other Committee as applicable, Auditors, Scrutinizers, etc. can attend the AGM without any restriction on account of first-come-first-served principle. Members can login and join 15 (fifteen) minutes prior to the scheduled time of

meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. The detailed instructions for remote e-voting, participation in the AGM through VC and for e-voting during the AGM are provided in Annexure II attached to this Notice.

4. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at 90/C, 90/D, Phase-I, IDA, Jeedimetla, Hyderabad, Telangana-500055, India which shall be the deemed Venue of the meeting. Since the Annual General Meeting will be held through VC, the Route Map is not annexed to this Notice.
5. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by a Member is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In terms of Section 152 of the Companies Act, 2013, Ms. Jyoti Chopdar (DIN: 03132157), Director, retire by rotation at the meeting and being eligible, offers herself for reappointment. The Board of Directors of the Company recommends her re-appointment. Brief profile of Director and relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are given in Annexure I. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.
7. Mr. Ashish Kumar Gaggar, Company Secretary in Practice (Membership No. FCS-6687) has been appointed as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process before the AGM in a fair and transparent manner.
8. 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 AGM on its behalf and to vote electronically either during the remote e-voting period or during the AGM. 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 AGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote.
9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 20, 2025 to Friday, September 26, 2025 (both days inclusive)**. **Cut-off date is Friday, September 19, 2025**. In respect of shares held in electronic form to those "Deemed Members" whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).

11. Registration of e-mail ID

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in: Electronic mode can register their email ID by contacting their respective Depository Participant(s) ("DP").

Physical mode can register their email ID with the Company or KFin. Requests can be emailed to cs@azad.in or einward.ris@kfintech.com or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updations to be done through ISR Forms only.

12. SEBI, vide Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17.05.2023 as amended by SEBI Circular No.: SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17.11.2023 mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details including Mobile Number, Bank Account Details and Specimen Signature) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024. You may also refer to SEBI FAQs by accessing the link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf (FAQ Nos. 38 & 39).

For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA M/s. KFin Technologies Limited along with copy of this letter to Azad Engineering Limited, Registered Office: 90/C, 90/D, Phase 1, IDA, Jeedimetla, Hyderabad, Telangana-500055, India.

- Through hard copies which should be self -attested and dated. OR
- Through electronic mode, provided that they are sent through E-mail ID of the holder registered with RTA and all documents should be electronically/digitally signed by the Shareholder and in case of joint holders, by first joint holder. OR
- Through web- portal of our RTA, KFin Technologies Limited - <https://ris.kfintech.com>

Investors can download the following forms & SEBI Circulars, which are also uploaded on the website of the company at www.azad.in and are also available on the website of KFin Technologies Limited at <https://ris.kfintech.com/clientservices/isc/lsrforms.aspx>.

The following forms have been notified:

Forms	Descriptions
ISR-1	Request for registering PAN, Contact details (Postal Address, Mobile number & Email) and Bank details or changes / updation thereof.
ISR-2	Confirmation of Signature of securities holder by the Banker.
ISR-3	Declaration for opt-out Nomination.
SH-13	Nomination form.
SH-14	Change in Nomination.

13. In compliance with the Circulars, an electronic copy of the Annual Report containing the Notice of the AGM is being sent only by email to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested a physical copy of the same. The Annual Report containing the Notice of the AGM has been uploaded on the website of the Company at www.azad.in The Notice is also accessible 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 same is also available on the website of RTA at <https://evoting.kfintech.com/>.
14. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories **as on Friday, September 19, 2025** have been considered for the purpose of sending the Annual Report containing the Notice of the AGM. However, instructions have been given in Annexure II to enable those persons who become members subsequently to receive the Annual Report containing the Notice of the AGM and login credentials.
15. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024) has mandated listed companies to process the following investor service requests only in dematerialized form: (i) issue of duplicate securities certificate; (ii) claim from unclaimed suspense account; (iii) renewal/exchange of securities certificate; (iv) endorsement; (v) sub-division/splitting of securities certificate; (vi) consolidation of securities certificates/folios; (vii) transmission; and (viii) transposition. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@azad.in Electronic copy of all the documents referred to in the accompanying Notice of the AGM, the Explanatory Statement shall be available for inspection in the 'Investors Section' of the website of the Company at www.azad.in
17. Members intending to seek clarifications at the Annual General Meeting concerning the accounts and any aspect of operations of the Company are requested to send their questions in writing to the Secretarial or Investor Relations Department so as to reach the Company in advance before the date of the Annual General Meeting, i.e. by **Monday, September 29, 2025** specifying the point(s).
18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)

19. Notification of Agreements, if any, under SEBI (LODR) Regulations, 2015:

Shareholders are hereby notified that as per the Listing Regulations, the Company must inform the Stock Exchanges about agreements involving shareholders, promoters, members of the promoter group, related parties, directors, key managerial personnel, and employees of the Company or its affiliates. These agreements may impact the management or control of the Company, impose restrictions, or create liabilities, directly or indirectly. This includes details of amendments, rescissions, or alterations to such agreements, whether or not the Company is a party. Shareholders are requested to promptly inform the Company of any such agreements, not involving the Company, within two working days of their execution or intention to execute. The Company will subsequently notify the Stock Exchanges of these agreements within the specified timelines upon becoming aware of them.

[Explanation: For the purpose of this clause, the term "directly or indirectly" includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

By order of the Board of Directors of
Azad Engineering Limited

Rakesh Chopdar
Chairman & CEO
DIN:01795599

Date: September 08, 2025

Place: Hyderabad

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to Items no.3 to 4 as mentioned in the Notice:

Item No. 3:

The Board at its meeting held on September 08, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of Mr. Ashish Kumar Gaggar, a Peer reviewed Company Secretary in practice, (M No F6687 and COP: 7321) as a Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-2026 till FY 2029-2030, subject to approval of the Members.

The appointment of Secretarial Auditor shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Mr. Ashish Kumar Gaggar is a well-known Company Secretary in Practice based in Hyderabad. Renowned for its commitment to quality and precision, he has around 19 years of experience and is Peer Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. Furthermore, he is also a Peer Reviewer himself and has reviewed the work of several Company Secretaries and firms of Company Secretaries.

He is focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. He and his team provides its services to various prominent companies and their expertise has earned the trust of industry leaders across sectors like manufacturing, pharmaceuticals, and technology.

Mr. Ashish Kumar Gaggar has confirmed that he is not disqualified and is eligible to be appointed as Secretarial Auditor in terms of Regulation 24A of the SEBI Listing Regulations and do not have any conflict of interest. The services to be rendered by Mr. Ashish Kumar Gaggar as Secretarial Auditor is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be ₹1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and Mr. Ashish Kumar Gaggar. In addition to the secretarial audit, Mr. Ashish Kumar Gaggar shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditor. The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 3 of this Notice

Item no. 4:

Mr. Michael Joseph Booth (DIN: 10309295), ("Mr. Michael") was appointed as a Non-Executive Independent Director of the Company effective 12 September 2023, to hold office up to 11 September 2028 ("first term"). Mr. Michael will attain the age of seventy-five years during his first term. As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from 1st April, 2019, no listed company shall appoint a person or continue the directorship of any person as a Non - Executive Director who has attained the age of seventy-five years, unless a Special Resolution is passed to that effect.

Brief Profile:

Considering the reports of performance evaluation, his knowledge, acumen, expertise and experience in respective fields, the Nomination and Remuneration Committee ("NRC") and the Board of Directors are of the opinion that Mr. Michael fulfill the skills and capabilities as required in the Act and Listing Regulations and has been an integral part of the Board and during his tenure, has provided valuable insights to the Company and his continuation as an Independent Director will be in the interest of the Company. His independent oversight and strategic guidance are vital to the Company's success. Consequently, they recommend his continued membership on the Board.

Members are requested to take note that Mr. Michael fulfills conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation of the Listing Regulations, for continuation of his directorship as Independent Director of the Company and is independent of the management.

Further, he is not disqualified from continuing as Independent Director in terms of section 164 of the Act. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of

Directors) Rules, 2014, with respect to their registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

Mr. Michael confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies

The names of companies and the committees in which he is director/member, the letter of appointment and terms and conditions of the appointment are uploaded on the website of the company and 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.

His details are provided in the "Annexure I" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Michael and his relatives to the extent of their shareholding, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution.

The Board recommend the Special Resolution set out at Item No. 4 of the Notice for the approval by the members.

By order of the Board of Directors of
Azad Engineering Limited

Rakesh Chopdar
Chairman & CEO
DIN:01795599

Date: September 08, 2025

Place: Hyderabad

Annexure-I

Additional information on Director(s) seeking appointment/re-appointment in the Annual 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.

Statement of Disclosure:

Name of Director	Mrs. Jyoti Chopdar	Mr. Michael Joseph Booth
Designation(Category) of the Director	Executive-Wholetime Director	Non-Executive-Independent
Date of Birth	21/01/1977	13/02/1951
Age	48	74
Date of First Appointment on Board	01/07/2014	12/09/2023
DIN	03132157	10309295
Qualifications	Bachelor's degree in arts from the Kurukshetra University	He has obtained a higher national certificate in mechanical engineering and a higher national diploma in mechanical engineering from Kilmarnock Technical College.
Expertise in specific functional areas/Brief Profile	She has been associated with our Company for over eight years and is actively involved in our Company's general administrative activities.	He has previously worked with GE Caledonian Limited as repair team leader and Chromalloy Corporation LLC (under Turbine Services Limited) as lead middle-east sales manager.
Terms and Conditions of Appointment/ Re Appointment along with Remuneration sought to be paid	Not Applicable as she is retiring by rotation and being eligible has offered herself for re-appointment.	As mentioned in the explanatory statement No 4
Remuneration last Drawn (FY 2024- 2025)	12.00 million	NIL
No. of Board Meetings attended during the year	9	10
Names of other companies in which holds the directorship along with listed entities from which the person has resigned in the past three years(excluding foreign companies)	7	NIL
Names of other companies in which holds the membership/chairmanship of committees of the board*(excluding foreign companies)	NIL	NIL
Number of shares as on 31st March 2025 held in Company including For other persons on a beneficial basis	144000	NIL
Inter-se relationship with other Directors, Managers and Key Managerial Personnel	Rakesh Chopdar- Husband	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	Not Applicable	As mentioned in the explanatory statement No 4

(*) Committee refers to Audit Committee and Stakeholders' Relationship Committee only of other Companies, whether listed or not

Annexure-II

Detailed instructions for remote e-voting, the process to receive notice and login credentials by the persons who become members after the cut-off date, participation in the 42nd AGM through VC, and for e-voting during the 42nd AGM:

VOTING THROUGH ELECTRONIC MEANS (e-voting)

1. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 as amended from time to time in relation to e-voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Kfintech, on all the resolutions set forth in this Notice.

The instructions for e-voting are given hereinbelow:

2. The remote e-voting period would commence on **Friday, September 26, 2025 at 09:00 A.M. (IST) and end on Monday, September 29, 2025 at 05:00 P.M. (IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, September 19, 2025**, i.e. Cut-off date, may cast their vote electronically. Those members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions earlier through remote e- Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. Members whose names appear on the Register of Members or in the Register of Beneficial Owners as the close of business hours on **Friday, September 19, 2025**, will be considered for the purpose of voting. In compliance with provisions of Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the company is pleased to offer e-voting facility to its Members holding equity shares as on that date i.e. **Friday, September 19, 2025** to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by the RTA.
4. Any person who becomes a member of the Company after sending of the Notice and holding shares as of the Cut-off date i.e. **Friday, September 19, 2025**, may obtain the login ID and password by sending a request at evoting@Kfintech.com However, if he / she is already registered with Kfintech for remote e-voting then he /she can use his / her existing User ID and password for casting the vote.
5. A person who is not a member as on the Cut-off date should treat this Notice for information purposes only.
6. The Board of Directors has appointed Mr. Ashish Kumar Gaggar, Practicing Company Secretary (Membership No. FCS-6687), as the Scrutinizer to scrutinize the remote e-voting process and the e-voting conducted during the Annual General Meeting (AGM) in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-voting at the AGM in the presence of at least two witnesses who are not in the employment of the Company. He shall then submit, not later than two working days from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour of and against each of the resolution(s) as set out in the Notice of the AGM, to the Chairman of the Board or to any one of the Directors duly authorized by the Board in this regard, who shall countersign the same and declare the results accordingly.

The Results in respect of the Resolution(s) as set out in the Notice of the AGM, so declared, along with the consolidated Scrutinizer's Report will be communicated to the Stock Exchanges and will be uploaded on the website of the company www.azad.in and on the website of KFIN i.e. <https://evoting.kfintech.com> not later than two working days of the conclusion of the AGM of the Company. The said Results will also be displayed at the Registered Office of the company, in accordance with the Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India. The resolutions will be deemed to be passed on the AGM date i.e. September 26, 2025 subject to receipt of the requisite number of votes in favor of the resolutions.

7. Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
8. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date i.e. **Friday, September 19, 2025**.

PROCESS FOR E-VOTING AND JOINING E-AGM:

The detailed process and manner for remote e-Voting and e-AGM are explained herein below:

STEP 1: Access to Depositories (NSDL/CDSL) e-Voting system in case of individual shareholders holding shares in demat mode.

STEP 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

STEP 3: Access to join virtual meetings (e-AGM) of the Company on KFin system to participate in e-AGM and vote at the AGM.

STEP 1: Access to Depositories (NSDL/CDSL) e-Voting system in case of individual shareholders holding shares in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility may follow the following procedure:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". Click on company name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period. Click on "Active E-voting Cycles" option under E-voting. You will see Company Name: "Azad Engineering Limited" on the next screen. Click on the e-Voting link available against Azad Engineering Limited or select e-Voting service provider "KFin" and you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication. <p>2. User not registered for IDeAS e-Services may follow the following procedure:</p> <ol style="list-style-type: none"> To register click on link: https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. After successful registration, please follow steps given under point 1 above, to cast your vote. <p>3. Alternatively, the users may directly access the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFin. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>4. For OTP based login: You can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</p> <p>You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the 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>5. NSDL Speede app:</p> <p>Shareholders/Members may also download NSDL Speede App on Mobile which is available on Google Play Store and Apple App Store.</p>
Individual Shareholders (holding shares in demat mode) login through their demat accounts/Website of Depository Participant	<p>1. Existing users who have opted for Easi/Easiest may follow the following procedure:</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password The user will see the e-Voting Menu. The Menu will have links of e-voting service provider i.e. KFintech e-Voting portal You will see Company Name: "Azad Engineering Limited" on the next screen. Click on the e-Voting link available against Azad Engineering Limited. or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest may follow the following procedure:</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration Proceed to complete registration using your DP ID/Client ID (BO ID), etc. After successful registration, please follow steps given under point 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your Demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account After successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Azad Engineering Limited. or select e-Voting service provider "KFintech" and you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login Type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 or 022 - 23058542-43

STEP 2: Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

A) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800309 4001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" (EVEN No. 9173) i.e. 'Azad Engineering Limited. – AGM" and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- xi. A confirmation box will be displayed. Click "OK" to confirm or else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id ashishgaggar.pcs@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ EVEN No".

B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

STEP 3: Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company or the company name and click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM though VC/OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members 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.
- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@azad.in in Questions/queries received by the Company till September 25, 2025 shall only be considered and responded during the AGM.

Instructions for e-voting during AGM:

- i. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.
- ii. Members need to click on the "instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- iii. Only those shareholders, who are present in the AGM and have not cast their vote through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

OTHER INSTRUCTIONS:

- i. **Speaker Registration:** The Members who wish to speak during the AGM may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' for registration which will be opened from **Saturday, September 27, 2025, 9:00 A.M. (IST) to Thursday, Monday, September 29, 2025, 5:00 P.M. (IST)**. Members shall be provided with a queue number' before the meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for the smooth conduct of the AGM.
- ii. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com> . Please login through the user id and password provided in the email received from KFintech. On successful login, select 'Post Your Question' option which will be open from **Saturday, September 27, 2025, 9:00 A.M. (IST) to Monday, September 29, 2025, 5:00 P.M. (IST)**.

- iii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Umesh Pandey on +91 40 6716 1767 or call KFin's toll free No. 1-800-309-4001 for any further clarifications.
- iv. The Members whose names appear in the Register of Members/list of Beneficial Owners as on **Friday, September 19, 2025**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the Member casts the vote on a resolution, the Member shall not be allowed to change it subsequently.

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cutoff date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- a) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.
 1. **Example for NSDL:** MYEPWD <SPACE> XXXX IN12345612345678
 2. **Example for CDSL:** MYEPWD<SPACE> XXXX 1402345612345678
 3. **Example for Physical:** MYEPWD <SPACE> XXXX1234567890
- b) If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800- 309-4001 or write to them at evoting@kfintech.com .

GENERAL INSTRUCTIONS:

- a) The Company has appointed Mr. Ashish Kumar Gaggar, Practising Company Secretary, Hyderabad (FCS No. 6687, CP. No. 7321) to act as Scrutinizer to scrutinize the remote e-Voting process and voting during the AGM in a fair and transparent manner. The Scrutinizer will submit their report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly authorized, on or before October 03, 2025 and will also be displayed on the website of the Company at www.azad.in besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
- b) All communications relating to equity shares/ AGM are to be addressed to the Company's RTA at KFin Technologies Limited, Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana State, India, Toll free Number 1800 309 4001, e-Mail id: einward.ris@kfintech.com , website: www.kfintech.com.
- c) As an ongoing endeavour to enhance Investor experience and leverage new technology, our KFintech have been continuously developing new applications. Here is a list of applications that has been developed for our investors.

Investor Support Centre: A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms.

URL- <https://ris.kfintech.com/clientservices/lsc/default.aspx>

eSign Facility: Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. KFin is the only RTA which has enabled the option and can be accessed via the link below.

URL - <https://ris.kfintech.com/clientservices/lsl/lsl1.aspx?mode=f3Y5zP9DDNI%3d>

KYC Status: Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios.

URL - <https://ris.kfintech.com/clientservices/lsc/kycqry.aspx>

KPRISM: A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL - <https://kprism.kfintech.com/signin.aspx>