EXTRACTS OF THE MINUTES OF THE MEETING OF MEMBERS OF M/S. BONDADA ENGINEERING LIMITED, HELD ON MONDAY, THE 30TH DECEMBER, 2024 AT 03.00 P.M. THROUGH VIDEO CONFERENCING ('VC')/ OTHER AUDIO-VISUAL MEANS ('OAVM')

ISSUANCE AND ALLOTMENT OF 31,25,448 EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO THE PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER GROUP CATEGORY ("PREFERENTIAL ISSUE").

"RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 **(the "Act")**, read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, **("SEBI ICDR Regulations")**, Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended **("SEBI LODR Regulations")**, Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended **("SEBI SAST Regulations")**, Foreign Exchange Management Act, 1999, as amended, and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India **("SEBI")** and/or BSE Limited **("BSE"/"Stock Exchange")**, where the equity shares of the company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions, sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up-to 31,25,448 (Thirty One Lakh Twenty Five Thousand Four Hundred and Forty Eight Only) equity shares at an exercise price of ₹591.90/- (Rupees Five Hundred Ninety One and Ninety paisa only) per equity share comprising of face value of ₹2 /- (Rupees Two only) each at a premium of Rs. 589.90/- (Rupees Five Hundred Eighty Nine and Ninety paisa only) each, which is a price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, aggregating to ₹1,84,99,52,671/- (Rupees One Eighty Four Crore Ninety Nine Lakh Fifty Two Thousand Six Hundred and Seventy One Only), for cash, to the persons enclosed in the Annexure 1 **("Proposed Allottees"),** the persons belonging to the Promoter and Non-Promoter Group category on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, for the determination of issue price of the equity shares is taken to be Friday, November 29, 2024 **("Relevant Date")** being the date which is 30 days prior to date of Extraordinary General Meeting **("EGM")** i.e., Monday, December 30, 2024.

RESOLVED FURTHER THAT aforesaid issue of the equity shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following:

1. the Proposed Allottees of the equity shares shall, on or before the date of allotment of the Equity shares, pay an amount equivalent to at least 100% of the price fixed per equity share in terms of the SEBI ICDR Regulations.

2. the consideration for allotment of Equity shares arising out of this exercise shall be paid to the Company from the Bank account of the Proposed Allottee.

3. the Equity shares shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said Equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.

4. the Equity shares shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

5. the resulting Equity Shares shall rank pari-passu with the existing fully paid-up Equity Shares of the Company including as to dividend and voting Rights etc.

6. the resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.

7. the entire pre-preferential allotment equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

8. the Equity shares to be offered/issued and allotted shall be subject to lock in for such period as provided under the provisions of Chapter V of the SEBI ICDR Regulations.

9. Equity shares so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to subscribe to the Equity shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including to appoint external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

RESOLVED FURTHER THAT, Mr. Raghavendrarao Bondada, Chairman and Managing Director of the Company and/or Mr. Satyanarayana Baratam, Whole-time Director and/or Ms. Sonia Bidla, Company Secretary & Compliance Officer of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity shares; making applications to the Stock Exchange for obtaining in-principle approval; listing of shares; filing requisite documents with the Ministry of Corporate Affairs **("MCA")** and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Equity shares; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

//Certified True Copy//
For, Bondada Engineering Limited

Sonia Bidlan

Digitally signed by Sonia Bidlan
Date: 2025.01.28 13:47:52 +05'30'

Sonia Bidlan
Company Secretary & Compliance Officer
M.No. A37766