



Aprameya Engineering Limited®

Head Office : #908, 9th Floor, Venus Atlantis Corporate Park, Prahladnagar Road, Nr. Shell Petrol Pump, Ahmedabad - 380015, Gujarat. India

Branch Office : GF-23, Ground Floor, Jaipur Electronic Market, Near Riddhi Siddhi, Jaipur, Rajasthan, 302018 India. +91 99825 26696

|| www.aelhealth.com || aprameyaengg@aelhealth.com || +91 79 4006 8827 ||

CIN Number : L51909GJ2021PLC128294

Date : 2nd August, 2025

To,
National Stock Exchange of India – Emerge Platform
Mumbai

Scrip Code : APRAMEYA

ISIN : INEOLQG01010

Most Respectfully,

Dear Sir/Ma'am,

Subject: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 please find enclosed herewith the voting Results and Scrutiniser Report and Certified Copies of Resolution passed at the Annual General Meeting held on Friday 1st August, 2025.

All the agenda items mentioned in the Notice of Annual General Meeting for the year ended on 31st March, 2025 were passed with requisite majority.

You are requested to kindly take note of the same.

Thanking You

For, Aprameya Engineering Limited

Chairman And Managing Director

Saurabh Kishorbhai Bhatt

DIN: 03071549

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2025 and Statement of Profit and Loss and Cash Flow Statement for the year ended on 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon and documents annexed thereto				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13940000	0	0	0	0	0	0
	Poll		13940000	100	13940000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13940000	13940000	100	13940000	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	126000	1000	0.7937	1000	0	100	0
	Poll		125000	99.2063	125000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	126000	126000	100	126000	0	100	0
Total		14066000	14066000	100	14066000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To reappoint a Director in place of Mr. Chetan Mohan Joshi having Director Identification Number: 03056083 who retires by rotation and being eligible seeks re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13940000	0	0	0	0	0	0
	Poll		13940000	100	13940000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13940000	13940000	100	13940000	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	126000	1000	0.7937	1000	0	100	0
	Poll		125000	99.2063	125000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	126000	126000	100	126000	0	100	0
Total		14066000	14066000	100	14066000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To reappoint a Director in place of Mrs. Pooja Saurabh Bhatt having Director Identification Number: 03071550 who retires by rotation and being eligible seeks re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13940000	0	0	0	0	0	0
	Poll		13940000	100	13940000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13940000	13940000	100	13940000	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	126000	1000	0.7937	1000	0	100	0
	Poll		125000	99.2063	125000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	126000	126000	100	126000	0	100	0
Total		14066000	14066000	100	14066000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To reappoint a Director in place of Mrs. Archana Chetan Joshi having Director Identification Number: 03056078 who retires by rotation and being eligible seeks re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13940000	0	0	0	0	0	0
	Poll		13940000	100	13940000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13940000	13940000	100	13940000	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	126000	1000	0.7937	1000	0	100	0
	Poll		125000	99.2063	125000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	126000	126000	100	126000	0	100	0
Total		14066000	14066000	100	14066000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Chetan Mohan Joshi as a Managing Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6980000	0	0	0	0	0	0
	Poll		6980000	100	6980000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6980000	6980000	100	6980000	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	126000	1000	0.7937	1000	0	100	0
	Poll		125000	99.2063	125000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	126000	126000	100	126000	0	100	0
Total		7106000	7106000	100	7106000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Saurabh Kishorbhai Bhatt as a Joint Managing Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6960000	0	0	0	0	0	0
	Poll		6960000	100	6960000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6960000	6960000	100	6960000	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	126000	1000	0.7937	1000	0	100	0
	Poll		125000	99.2063	125000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	126000	126000	100	126000	0	100	0
Total		7086000	7086000	100	7086000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



B.Com, Company Secretaries
Resolution Professional
(IBBI / IPA-002/IP/N 00718/2018-2019 / 12199)

Jalan Alkesh & Associates

304, Agrawal Arcade, Nr. Ambawadi Circle,
Ambawadi, Ahmedabad - 380006
Tel. : (079) 40024082 (M) 98255 - 55097
E-mail : jalanalkesh@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
APRAMEYA ENGINEERING LIMITED
908, 9th Floor, Venus Atlantis Corporate Park,
Anandnagar, Prahladnagar,
Ahmedabad, Gujarat, India, 380015

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, The Board of Directors of the Company at its meeting held on 8th May, 2025 has appointed me to Scrutinize the e-voting process and physical ballot papers at the 4th Annual general meeting of the members of Aprameya Engineering Limited, held on Friday, 1st August, 2025 at 5: 00 p.m. in terms of notice calling annual general meeting dated 8th May, 2025.

The management of the Company is responsible to ensure the compliance with the applicable requirements of the Companies Act, 2013 and the Rules relating to voting by electronic means and ballot at the general meeting. My responsibility is to scrutinize the e-voting process and physical ballot papers at Annual general meeting in a fair and transparent manner based on the information generated from the e-voting system provided by National Securities Depository Limited. M/s MUFG Intime India Private Limited, Registrar and Transfer Agent the records maintained by the company and the authorizations/proxies lodged with the Company.

The report is as under

1. The e-voting period commences on Tuesday, 29th July, 2025 at 9:00 a.m. and ends on Thursday, 31st July, 2025 at 5:00 p.m.
2. The shareholders holding shares as on the “cut off” date i.e. Friday, 25th July, 2025 were entitled to vote on the proposed resolutions.
3. The e-votes were unlocked on 2nd August, 2025 in the presence of two witnesses Mrs Shrujal Patel, and Mr. Duttsagar Chavda who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unlocked in their presence.
4. Thereafter the details containing inter-alia list of equity shareholders, who voted “For” and “Against” were downloaded from the e-voting website of NSDL ([www.https://www.evoting.nsdl.com](https://www.evoting.nsdl.com)). All the votes cast electronically during the said period have been taken into consideration for the purpose of our report.
5. The resolutions on which the Promoter and Promoter Group are interested and have voted are considered to be invalid votes for the purpose.
6. The Sheet containing the results of remote e-voting and poll (ballot) is provided in the Annexure.
7. The Register and all other papers and relevant records relating to electronic voting / physical ballot shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid annual general meeting and the same will be handed over to the Mrs. Ummay Amen Mashraqi, Company Secretary of the Company for safe keeping.

8. You may declare the results accordingly.

Thanking You


For, Jalan Alkesh & Associates
Company Secretaries


Alkesh Jalan

Proprietor
Membership No. Fcs 10620
Cop : 4580
UDIN F010620G000916338

Date : 2nd August, 2025
Place : Ahmedabad

Witness :



Mrs Shrujal Patel



Mr. Duttsagar Chavda

Countersigned by

For, Aprameya Engineering Limited


Chairman and Managing Director
Saurabh Kishorbhai Bhatt
DIN : 03071549

ANNEXURE TO SCRUTINIZER'S REPORT OF APRAMEYA ENGINEERING LIMITED

ANNUAL GENERAL MEETING HELD ON 1ST AUGUST, 2025

[illegible]

3	To reappoint a Director in place of Mrs. Pooja Saurabh Bhatt having Director Identification Number: 03071550 who retires by rotation and being eligible seeks re-appointment.	Ordinary	Ordinary	Evoting	1	1000	1000	0	1000	0	0	100,00	0,00	0
				Poll	10	14065000	14065000	0	14065000	0	0	100,00	0	0
				Postal Ballot	0	0	0	0	0	0	0	0	0	0
4	To reappoint a Director in place of Mrs. Archana Chetan Joshi having Director Identification Number: 03056078 who retires by rotation and being eligible seeks re-appointment.	Ordinary	Ordinary	Evoting	1	1000	1000	0	1000	0	0	100,00	0,00	0
				Poll	10	14065000	14065000	0	14065000	0	0	100,00	0	0
				Postal Ballot	0	0	0	0	0	0	0	0	0	0
5	Re-appointment of Mr. Chetan Mohan Joshi as a Managing Director	Special	Special	Evoting	1	1000	1000	0	1000	0	0	100,00	0,00	0
				Poll	10	14065000	7105000	6960000	7105000	0	0	100	0	0
				Postal Ballot	0	0	0	0	0	0	0	0	0	0
6	Re-appointment of Mr. Saurabh Kishorbhai Bhatt as a Joint Managing Director	Special	Special	Evoting	1	1000	1000	0	1000	0	0	100,00	0,00	0
				Poll	10	14065000	7085000	6980000	7085000	0	0	100,00	0	0
				Postal Ballot	0	0	0	0	0	0	0	0	0	0

JALAN ALKESH & ASSOCIATES

COMPANY SECRETARIES

For, Jalan Alkesh & Associates
Company Secretary



Alkesh Jalan
Proprietor
C.P No. 4580

ALKESH JALAN
PROPRIETOR



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CIN Number : L51909GJ2021PLC128294

Certified True copy of Resolution passed at the Annual General Meeting of Members of Aprameya Engineering Limited held on Friday 1st August, 2025 at 5:00 p.m. at Cube Hall, Wyndham Hotel, Club O7 Road, Off Sardar Patel Ring Road, Shela, Ahmedabad 380058

To receive, consider and adopt the audited Balance Sheet as at 31st March, 2025 and Statement of Income and Expenditure and Cash Flow Statement for the year ended on 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon and documents annexed thereto.

“Resolved that, pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder, the audited Balance Sheet as at 31st March, 2025 and Statement of Profit and Loss and Cash Flow Statement for the year ended on 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon and documents annexed thereto be and is hereby adopted.

Certified True Copy

For, Aprameya Engineering Limited

Chairman and Managing Director

Saurabh Kishorbhai Bhatt

DIN: 03071549



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Certified True copy of Resolution passed at the Annual General Meeting of Members of Aprameya Engineering Limited held on Friday 1st August, 2025 at 5:00 p.m. at Cube Hall, Wyndham Hotel, Club O7 Road, Off Sardar Patel Ring Road, Shela, Ahmedabad 380058

To reappoint Mr. Chetan Mohan Joshi having Director Identification Number: 03056083, a Director of the Company who retires by rotation and being eligible offers himself for re-appointment

RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Chetan Mohan Joshi (having Director Identification Number: 03056083), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation

Certified True Copy

For, Aprameya Engineering Limited

Chairman and Managing Director

Saurabh Kishorbhai Bhatt

DIN: 03071549



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To reappoint Mrs. Pooja Saurabh Bhatt having Director Identification Number: 03071550, a Director of the Company who retires by rotation and being eligible offers herself for re-appointment.

RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Pooja Saurabh Bhatt (having Director Identification Number: 03071550), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation

Certified True Copy

For, Aprameya Engineering Limited

Chairman and Managing Director

Saurabh Kishorbhai Bhatt

DIN: 03071549



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To reappoint Mrs. Archana Chetan Joshi having Director Identification Number: 03056078, a Director of the Company who retires by rotation and being eligible offers herself for re-appointment

RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Archana Chetan Joshi (having Director Identification Number: 03056078), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation

Certified True Copy

For, Aprameya Engineering Limited

Chairman and Managing Director

Saurabh Kishorbhai Bhatt

DIN: 03071549



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Re-appointment of Mr. Chetan Mohan Joshi as a Managing Director

“RESOLVED THAT, provisions of Section 2(94), 196, 197, 198, 203 and other applicable provisions of if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee, Consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Chetan Mohan Joshi (DIN: 03056083) as Managing Director of the Company, whose period of office shall not be liable to retire by rotation unless required, for a period of 3 (three) Years w.e.f 2nd July, 2025 as well as the payment of salary, perquisites and incentives (hereinafter referred to as “remuneration”), for a period of 3 (three) years w.e.f. 2nd July, 2025, upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Chetan Mohan Joshi (DIN: 03056083).”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Chetan Mohan Joshi (DIN: 03056083), shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

The details of remuneration payable to Mr. Chetan Mohan Joshi (DIN: 03056083), and the terms and conditions of the reappointment are given below:

I. Period:

For a period of 3 years from w.e.f 2nd July, 2025

II. Remuneration:

Upto Rs. 2.00 Crores per annum which is eligible revision from time to time.



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III. Perquisites:

The Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

i. Medical Re-imbursement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.

ii. Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company.

iii. Club Fees: Fees of clubs, subject to a maximum of three clubs.

iv. Personal Accident Insurance/Group Life Insurance: Premium not to exceed Rs 1,00,000/- per annum.

v. Provident Fund/Pension: Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.

vi. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act and to the extent not taxable under the Income Tax law.

vii. Use of Car with Driver: The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Managing Director for business and personal use.

viii. Telephone facility at residence: Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Managing Director.

IV. DUTIES:

Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him By the Board of Directors from time to time. The Managing Director shall carry out duties at Ahmedabad Office of the Company or at such place as the Board of Directors may decide from time to time.



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CIN Number : L51909GJ2021PLC128294

V. TERMINATION:

Managing Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director may resign from his office by giving 60 days' Notice to the Company.

VI. COMPENSATION:

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.

VII. Other terms and conditions:

In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.

- a) "Family" means the spouse and dependent children of Mr. Chetan Mohan Joshi. Leave with full pay and allowances shall be allowed as per the Company's rules.
- b) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- c) No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
- d) The perquisites as listed in para (III) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

"RESOLVED FURTHER THAT the remuneration including all benefits, amenities and perquisites as set out in the said term & condition shall nevertheless be paid and allowed Mr. Chetan Mohan Joshi (DIN: 03056083) as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof."



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“RESOLVED FURTHER THAT, all the prior resolutions or agreements entered between the Company and Mr. Chetan Mohan Joshi, remaining unexpired, if any, as on 2nd July, 2025 shall be cancelled and terminated”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

Certified True Copy

For, Aprameya Engineering Limited

Chairman and Managing Director

Saurabh Kishorbhai Bhatt

DIN: 03071549



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Certified True copy of Resolution passed at the Annual General Meeting of Members of Aprameya Engineering Limited held on Friday 1st August, 2025 at 5.00 p.m. at Cube Hall, Wyndham Hotel, Club O7 Road, Off Sardar Patel Ring Road, Shela, Ahmedabad 380058

Re-appointment of Mr. Saurabh Kishorbhai Bhatt as a Joint Managing Director

“RESOLVED THAT provisions of Section 2(94), 196, 197, 198, 203 and other applicable provisions of if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Saurabh Kishorbhai Bhatt (DIN: 03071549) as Chairman and Joint Managing Director of the Company, whose period of office shall not be liable to retire by rotation, for a period of 3 (three) Years w.e.f. 2nd July, 2025 as well as the payment of salary, perquisites and incentives (hereinafter referred to as “remuneration”), for a period of 3 (three) years w.e.f. 2nd July, 2025, upon the terms and conditions as detailed herein below, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Saurabh Kishorbhai Bhatt (DIN: 03071549).”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Saurabh Kishorbhai Bhatt (DIN: 03071549), shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.



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The details of remuneration payable to Mr. Saurabh Kishorbhai Bhatt (DIN: 03071549), and the terms and conditions of the reappointment are given below:

I. Period:

For a period of 3years from w.e.f 2nd July, 2025

II. Remuneration:

Upto Rs. 2.00 Crores per annum which is eligible revision from time to time.

III. Perquisites:

The Executive Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

v. Medical Re-imburement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.

vi. Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company.

vii. Club Fees: Fees of clubs, subject to a maximum of three clubs.

viii. Personal Accident Insurance/Group Life Insurance: Premium not to exceed Rs 1,00,000/- per annum.

ix. Provident Fund/Pension: Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.

x. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act and to the extent not taxable under the Income Tax law.



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xi. Use of Car with Driver: The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Executive Director for business and personal use.

xii. Telephone facility at residence: Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Executive Director.

IV. DUTIES:

Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Executive Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him By the Board of Directors from time to time. The Executive Director shall carry out duties at Ahmedabad Office of the Company or at such place as the Board of Directors may decide from time to time.

V. TERMINATION:

Executive Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Executive Director may resign from his office by giving 60 days' Notice to the Company.

VI. COMPENSATION:

In the event of termination of office of Executive Director takes place before the expiration of tenure thereof, Executive Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.



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VII. Other terms and conditions:

In the event of absence or inadequacy of profits in any financial year during the tenure of the Executive Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.

e) “Family” means the spouse and dependent children of Mr. SAURABH KISHORBHAI BHATT. Leave with full pay and allowances shall be allowed as per the Company’s rules.

f) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

g) No sitting fees shall be paid to the Executive Director for attending the meetings of the Board of Directors or Committees thereof.

h) The perquisites as listed in para (III) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

“RESOLVED FURTHER THAT the remuneration including all benefits, amenities and perquisites as set out in the said term & condition shall nevertheless be paid and allowed Mr. Saurabh Kishorbhai Bhatt (DIN: 03071549) as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.”

“RESOLVED FURTHER THAT, all the prior resolutions or agreements entered between the Company and Mr. Saurabh Kishorbhai Bhatt, remaining unexpired, if any, as on 2nd July, 2025 shall be cancelled and terminated”



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“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

Certified True Copy

For, Aprameya Engineering Limited

Chairman and Managing Director

Saurabh Kishorbhai Bhatt

DIN: 03071549