

GARUDA CONSTRUCTION AND ENGINEERING LIMITED

(Formerly known as Garuda Construction And Engineering Private Limited)

CIN: U45400MH2010PLC207963

Contract No.: 022-28734397; Web Site: <https://garudaconstructionengineering.com/>

Mail ID: compliance@garudaconstructionengineering.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF GARUDA CONSTRUCTION AND ENGINEERING LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 201, A WING FORTUNE 2000, C-3BLOCK BANDRA KURLA COMPLEX, BANDRA(EAST), MUMBAI -400051, MAHARASHTRA, INDIA 400051 ON FRIDAY, 24TH MAY 2024 AT 11.00 A.M

APPROVAL AND ADOPTION OF THE DRAFT RED HERRING PROSPECTUS IN RELATION TO THE OFFER

The Chairman placed before the board of directors of the Company ("**Board**") the draft of the draft red herring prospectus of the Company for their approval. The Board approved the same and passed the following resolution:

"RESOLVED THAT, in suppression to earlier resolution passed by this Board related to approval of DRHP, due to resubmission requirement based on the document being returned by SEBI for resubmission and in furtherance of the resolution passed by the board of directors of the Company (the "**Board**") on 30th December,2023 and the resolution passed by the shareholders of the Company on 24th January,2024 and subject to applicable laws, the draft of the draft red herring prospectus (the "**DRHP**"), in respect of the initial public offering of **2,78,00,000 equity shares of face value of ₹ 5 each** of the Company (the "**Equity Shares**") consisting of fresh issue of **1,83,00,000 equity shares** of face value of ₹ 5 each of the Company and an offer for sale of **95,00,000 Equity Shares** by **PKH Ventures Ltd** (the "**Selling Shareholders**") (the "**Offer**"), at such price as may be determined in accordance with the book building process under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and as agreed to by the [Company and the Selling Shareholder in consultation with the book running lead manager to the Offer (the "**BRLMs**"), as provided to, and tabled before the Board, containing the requisite information as prescribed by applicable laws and regulations, subject to it being duly signed by the Directors, the Chief Financial Officer and the Selling Shareholders (or their duly authorized representative), be and is hereby approved for filing with Securities and Exchange Board of India ("**SEBI**"), BSE Limited, National Stock Exchange of India Limited (which together with BSE Limited shall collectively be referred to as the "**Stock Exchanges**") and such other authorities or persons as may be required."

"RESOLVED FURTHER THAT the DRHP is hereby recommended for signing by each of the Directors of the Company, the Chief Financial Officer of the Company and the Selling Shareholders (or their duly authorized representative) and each such person be and is hereby authorized to sign the declaration page of the DRHP for and on behalf of the Company."

"RESOLVED FURTHER THAT any director be and are hereby severally authorised to make corrections or modifications, if any, and to finalise the DRHP for purposes of filing with SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and

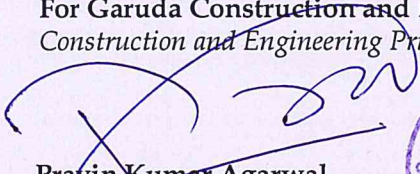


do all acts, deeds, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.”

“**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions.”

Certified to be true

For Garuda Construction and Engineering Limited (formerly known as Garuda Construction and Engineering Private Limited)


Pravin Kumar Agarwal
Managing Director and Chairman
DIN: 00845482

