

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF WAAREE ENERGIES LIMITED HELD ON TUESDAY, FEBRUARY 20, 2024, AT 5:00 PM THROUGH VIDEO CONFERENCING HOSTED AT THE REGISTERED OFFICE OF THE COMPANY AT 602, WESTERN EDGE 1, WESTEREN EXPRESS HIGHWAY, BORIVALI EAST, MUMBAI 400066 .

TO CONSIDER AND TAKE ON RECORD FINAL FRESH ISSUE SIZE.

“**RESOLVED THAT**, in furtherance to the resolution passed by the Board dated June 16, 2023, approving the Offer and the special resolution passed by the Shareholders on September 29, 2023 approving the Fresh Issue, and pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, as amended, the Securities Contracts Regulation Act, 1956, and the rules framed thereunder, each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively referred to as the “**Applicable Laws**”), the provisions of the Memorandum of Association and Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares of the Company are proposed to be listed (“**Stock Exchanges**”), subject to the approval of the Shareholders in a general meeting, the Board hereby takes on record and approves the revised size of the Fresh Issue component of the "Offer", such that the Fresh Issue shall comprise of such number of Equity Shares aggregating up to **₹ 36000 million** at the Offer price finalised for the Offer in compliance with applicable law.”

“**RESOLVED FURTHER THAT**, Mr. Hitesh Doshi – Chairman and Managing Director, Hitesh Mehta – Director, Mr. Viren Doshi - Director and Mr. Rajesh Gaur – Company Secretary, the authorised representatives of the Company, be and are hereby severally authorised to undertake necessary steps to implement the above resolution and execute any documents necessary in this regard and do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the foregoing resolution, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the book running lead managers to the Offer, appointed in this respect.”

“**RESOLVED FURTHER THAT**, certified true copies of the above resolutions be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer of the Company wherever required.”

For WAAREE ENERGIES LIMITED

Rajesh
Ghanshyam
Gaur

Digitally signed by
Rajesh Ghanshyam Gaur
Date: 2024.03.04
14:41:40 +05'30'

Rajesh Ghanshyam Gaur
Company Secretary & Compliance Officer
M.No- A34629

Date: March 04, 2024
Place: Mumbai

WAAREE Energies Ltd.

Registered Office:

602, Western Edge-I, Western Express Highway, Borivali (E), Mumbai - 400 066, INDIA.
Tel: +91-22-6644 4444 | Fax: +91-22-6644 4400 | Email: waaree@waaree.com | Website: www.waaree.com
Corporate Identity Number: U29248MH1990PLC059463