

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF WAAREE ENERGIES LIMITED (CIN:U29248MH1990PLC059463) AT ITS MEETING No. 09/2023-24 HELD ON 28th DECEMBER, 2023 AT 9.15 AM AT THE REGISTERED OFFICE AT 602, WESTERN EDGE-I, WESTERN EXPRESS HIGHWAY, BORIVALI (EAST), MUMBAI - 400 066. THROUGH VIDEO CONFERENCING.

APPROVAL OF THE DRAFT RED HERRING PROSPECTUS FOR THE INITIAL PUBLIC OFFERING

“RESOLVED THAT subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and other regulations issued by the Securities and Exchange Board of India (“SEBI”), the draft red herring prospectus (the “DRHP”), in respect of the initial public offering consisting of fresh issue of equity shares of ₹10 each (“Equity Shares”) aggregating up to ₹ 30,000 Million and an offer for sale of up to 3,200,000 Equity Shares by certain shareholders of the Company (the “Selling Shareholders”) (the “Offer”) at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company in consultation with the BRLMs to the Offer as provided to the Board of Directors, containing the requisite information as prescribed by applicable laws and regulations, the Chief Financial Officer and the Selling Shareholders (or their duly authorised representative), the DRHP as provided to and placed before the Board of Directors be and is hereby approved for filing with SEBI, the BSE Limited, the National Stock Exchange of India Limited (“Stock Exchanges”) and such other authorities or persons as may be required.

RESOLVED FURTHER THAT Mr. Hitesh Chimanlal Doshi, Mr. Viren Chimanlal Doshi, Mr. Hitesh Pranjivan Mehta, Mr. Rajender Mohan Malla, Mr. Jayesh Shah, Mrs. Richa Manoj Goyal, Mr. Sujit Kumar Varma and Dr. Arvind Ananthanarayanan Directors of the Company, be and are hereby authorized to sign the said Draft Red Herring Prospectus on behalf of the Company and file the same with the SEBI for their observations and with the relevant stock exchanges for obtaining their in-principle approval and for listing purposes and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the afore going resolutions.

RESOLVED FURTHER THAT any member of the Board and/or the Company Secretary and Compliance Officer and the Chief Financial Officer of the Company – be and are hereby severally authorised to finalise the DRHP and submit the same 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 undertake such other necessary steps to implement the above resolution.

RESOLVED FURTHER THAT, the IPO Committee is hereby authorized to undertake, approve and adopt any subsequent changes, correction, updates, alterations, revisions, modifications or amendments in the Draft Red Herring Prospectus in accordance with the applicable law and regulations prior to filing with the SEBI.

**CERTIFIED TRUE COPY
FOR WAAREE ENERGIES LIMITED**

Rajesh
Ghanshya
m Gaur

Digitally signed by
Rajesh Ghanshyam
Gaur
Date: 2023.12.28
12:17:35 +05'30'

**RAJESH GAUR
COMPANY SECRETARY
M.NO. A 34629**