

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF FABTECH TECHNOLOGIES PRIVATE LIMITED HELD ON TUESDAY, 04th JUNE, 2024 AT 03:00 P.M. AT REGISTERED OFFICE OF THE COMPANY AT 715, JANKI CENTRE, OFF. VEERA DESAI ROAD, ANDHERI WEST, MUMBAI - 400053, MAHARASHTRA, INDIA THROUGH VIDEO CONFERENCE/OTHER AUDIO-VIDEO MEANS

TO APPROVE THE APPOINTMENT OF MR. HEMANT MOHAN ANAVKAR (DIN : 00150776) AS EXECUTIVE DIRECTOR OF THE COMPANY:

The Board considered the appointment of Mr. Hemant Mohan Anavkar as Executive (Additional) Director of the Company and passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Sections 190, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, and the Articles of Association of the Company, subject to approval of the Shareholders of the Company, consent of the Board of Directors, be and is hereby accorded to appoint Mr. Hemant Mohan Anavkar on following the terms & conditions:

Basic Salary	Up to ₹ 1,00,00,000/- (Rupees One Crore) per annum payable w.e.f 06th June, 2024 The remuneration payable to Mr. Hemant Mohan Anavkar, in any financial year, shall not exceed five (5) per cent of the net profits of the Company and the overall remuneration payable to all Executive Directors including the Executive Director, in any financial year, shall not exceed ten (10) per cent of the net profits of the Company. In any financial year, during the tenure of Mr. Hemant Mohan Anavkar, if the Company has no profits or its profits are inadequate, then Mr. Hemant Mohan Anavkar will be paid in accordance with the provisions of Schedule V of the Act.
Perquisites	In addition to the salary received, the Executive Director of our Company is entitled to the following perquisites and allowances: • <i>Medical Reimbursement:</i> Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years. • <i>Leave Travel Concession:</i> Leave travel concession for self and family once in a year incurred in accordance with rule of the Company. Explanation: Family means, the Spouse, the dependent children and dependent parents • <i>Club Fees:</i> Fees of Club is payable subject to maximum of two clubs. No admission and life membership fee shall be paid. • <i>Personal Accident Insurance:</i> Personal accident insurance of an amount, the annual premium of which does not exceed an amount per annum as may be decided by the Board.

	• <i>Gratuity as per the rules of the Company:</i> a) Company's contribution towards superannuation fund as per the rules of our Company; and b) The aforesaid perquisites stated for the payment of gratuity shall not be included in the computation of aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. • <i>Earned Leave:</i> on full pay, allowance, and perquisites as per the rules of the company, but not exceeding one-month salary for eleven months service. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary. • Provision for car for use on Company's business and telephone at residence shall not be considered as perquisites, personal long-distance call and use of car for private use shall be billed by our Company.
Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year, Mr. Hemant Mohan Anavkar shall be entitled to receive a total remuneration including perquisites, <i>etc.</i> , not exceeding the ceiling limits as approved by the Board of Directors and the members, as minimum remuneration.

Other Terms & Conditions:

- Mr. Hemant Mohan Anavkar is appointed as Executive Director w.e.f 06th June, 2024 for a period of Five years. He shall be liable to retire by rotation.
- As Executive Director, he will be entrusted with substantial powers of management of affairs of the Company and he will also perform such functions and duties as may be decided by the Board.
- Executive Director will be subject to the superintendence, control and directions of the Board.
- Executive Director will work on whole-time basis for the Company and shall act diligently and to the best of his abilities in the discharge of his duties and shall not, directly or indirectly, engage himself in any other business, occupation or employment without the prior approval of the Board.
- Executive Director will, whenever required by the Board, undertake to travel in India and elsewhere towards the performance of his duties.
- The Board may re-allocate / re-designate the duties and responsibilities of Executive Director.
- Executive Director will not during his tenure or thereafter divulge or disclose to any person whomsoever or make any use whatsoever for his own purpose or for any purpose other than that of the Company, any confidential information or knowledge obtained by him during his employment as to the business or affairs of the Company or its methods or as to any trade secrets or secret processes of the Company and Executive Director will during the continuance of his employment with the Company also use his best endeavours to prevent any other person from doing so PROVIDED HOWEVER that any such divulgence or disclosure to officers and employees of the Company on a need-to-know basis with suitable caution as to confidentiality shall not be deemed to be a contravention of this clause.
- He will not accept the directorship in any other company (ies), except with the prior approval of the Board.
- Either party shall be entitled to terminate this employment by giving not less than three months' notice in writing in that behalf to the other party without the necessity of showing any cause

(hereinafter referred to as “Termination by Mutual Consent”). On the expiry of the period of such notice, this employment shall be stand terminated.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to determine the amount of remuneration and the interval or period in which the remuneration shall be paid to the Director

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/ or revise the remuneration of Mr. Hemant Mohan Anavkar (DIN:00150776) within the overall limits approved herein as per profitability of the company on mutual understanding and to settle any question or difficulties in connection therewith or incidental thereto”.

RESOLVED FURTHER THAT Mr. Hemant Mohan Anavkar (DIN:00150776) shall, within the maximum Fixed Remuneration for each year, be entitled to Salary, Allowances and Perquisites, as determined under the provisions of the Companies Act, 2013 read with the provisions of Income Tax Act, 1961

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, as per the provisions of the Companies Act, 2013, and to all such acts, deeds and things in this regard.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required.”

For Fabtech Technologies Private Limited


Amjad Adam Arbani
Director
DIN: 02718019



Place: Mumbai
Date: 04th June, 2024

CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED AT 02/2024-25 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF FABTECH TECHNOLOGIES PRIVATE LIMITED (THE COMPANY) HELD ON WEDNESDAY, 26TH JUNE, 2024 AT THE REGISTERED OFFICE OF THE COMPANY AT 715, JANKI CENTRE, OFF VEERA DESAI ROAD, ANDHERI WEST, MUMBAI-400053 AT 04:00 PM THROUGH VIDEO CONFERENCING ((“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”))

CONSIDERING THE TERMS OF APPOINTMENT AND REMUNERATION OF MR. HEMANT MOHAN ANAVKAR (DIN : 00150776) AS EXECUTIVE DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, and the Articles of Association of the Company, approval of the Shareholders of the Company be and is hereby accorded to consider the appointment of Mr. Hemant Mohan Anavkar on following the terms & conditions:

Basic Salary	Up to ₹ 1 crore/- (Rupees One Crore) per annum payable w.e.f. 06 th June, 2024. The remuneration payable to Mr. Hemant Mohan Anavkar, in any financial year, shall not exceed five (5) per cent of the net profits of the Company and the overall remuneration payable to all Executive Directors including the Executive Director, in any financial year, shall not exceed ten (10) per cent of the net profits of the Company. In any financial year, during the tenure of Mr. Hemant Mohan Anavkar, if the Company has no profits or its profits are inadequate, then Mr. Hemant Mohan Anavkar will be paid in accordance with the provisions of Schedule V of the Act.
Perquisites	In addition to the salary received, the Executive Director of our Company is entitled to the following perquisites and allowances: • <i>Medical Reimbursement:</i> Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years. • <i>Leave Travel Concession:</i> Leave travel concession for self and family once in a year incurred in accordance with rule of the Company. <i>Explanation:</i> Family means, the Spouse, the dependent children and dependent parents • <i>Club Fees:</i> Fees of Club subject to maximum of two clubs. No admission and life membership fee shall be paid. • <i>Personal Accident Insurance:</i> Personal accident insurance of an amount, the annual premium of which does not exceed an amount per annum as may be decided by the Board. • <i>Gratuity as per the rules of the Company:</i> a) Company's contribution



	towards superannuation fund as per the rules of our Company; and b) The aforesaid perquisites stated for the payment of gratuity shall not be included in the computation of aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. • <i>Earned Leave:</i> On full pay and allowance and perquisites as per the rules of the company, but not exceeding one-month salary for eleven months service. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary. • Provision for car for use on Company's business and telephone at residence shall not be considered as perquisites, personal long-distance call and use of car for private use shall be billed by our Company.
Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year, Mr. Hemant Mohan Anavkar shall be entitled to receive a total remuneration including perquisites, etc., not exceeding the ceiling limits as approved by the Board of Directors and the members, as minimum remuneration

Other Terms & Conditions:

- Mr. Hemant Mohan Anavkar is appointed as Executive Director w.e.f 06th June, 2024 for a period of Five years. He shall be liable to retire by rotation.
- As Executive Director, he will be entrusted with substantial powers of management of affairs of the Company and he will also perform such functions and duties as may be decided by the Board.
- Executive Director will be subject to the superintendence, control and directions of the Board.
- Executive Director will work on whole-time basis for the Company and shall act diligently and to the best of his abilities in the discharge of his duties and shall not, directly or indirectly, engage himself in any other business, occupation or employment without the prior approval of the Board.
- Executive Director will, whenever required by the Board, undertake to travel in India and elsewhere towards the performance of his duties.
- The Board may re-allocate / re-designate the duties and responsibilities of Executive Director.
- Executive Director will not during his tenure or thereafter divulge or disclose to any person whomsoever or make any use whatsoever for his own purpose or for any purpose other than that of the Company, any confidential information or knowledge obtained by him during his employment as to the business or affairs of the Company or its methods or as to any trade secrets or secret processes of the Company and Executive Director will during the continuance of his employment with the Company also use his best endeavours to prevent any other person from doing so provided however that any such divulgence or disclosure to officers and employees of the Company on a need-to-know basis with suitable caution as to confidentiality shall not be deemed to be a contravention of this clause.
- He will not accept the directorship in any other company (ies), except with the prior approval of the Board.

- i) Either party shall be entitled to terminate this employment by giving not less than three months' notice in writing in that behalf to the other party without the necessity of showing any cause (hereinafter referred to as "Termination by Mutual Consent"). On the expiry of the period of such notice, this employment shall be stand terminated.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to determine the amount of remuneration and the interval or period in which the remuneration shall be paid to the Director

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/ or revise the remuneration of Mr. Hemant Mohan Anavkar (DIN:00150776) within the overall limits approved herein as per profitability of the company on mutual understanding and to settle any question or difficulties in connection therewith or incidental thereto".

RESOLVED FURTHER THAT within the maximum Fixed Remuneration for each year, Mr. Hemant Mohan Anavkar (DIN:00150776) shall be entitled to Salary, Allowances and Perquisites, as determined under the provisions of the Companies Act, 2013 read with the provisions of Income Tax Act, 1961

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, as per the provisions of the Companies Act, 2013, and to all such acts, deeds and things in this regard.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required."

For Fabtech Technologies Private Limited



Amjad Adam Arbani
Director
DIN : 02718019

Date : 26/06/2024
Place : Mumbai



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 TO THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF FABTECH TECHNOLOGIES PRIVATE LIMITED ('THE COMPANY')

EXPLANATORY STATEMENT TO ITEM NO.1:

The Board of Directors in their meeting dated 04th June, 2024 appointed Mr. Hemant Mohan (DIN: 00150776) and set the term and conditions for such appointment. The Board proposes approval of such term and conditions of appointment by the way of Ordinary Resolution.

Accordingly, to facilitate the above, the Resolutions at item no. 1 seek your consent way of a Special Resolution, as stated in the Notice convening this meeting.

None of the Directors or other key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the Resolution to the extent of shares held by them.

The principal terms and conditions of appointment of Mr. Hemant Mohan Anavkar as Executive Director are as follows:

Basic Salary	Up to ₹ 1 crore/- (Rupees One Crore) per annum payable w.e.f. 06 th June, 2024. The remuneration payable to Mr. Hemant Mohan Anavkar, in any financial year, shall not exceed five (5) per cent of the net profits of the Company and the overall remuneration payable to all Executive Directors including the Executive Director, in any financial year, shall not exceed ten (10) per cent of the net profits of the Company. In any financial year, during the tenure of Mr. Hemant Mohan Anavkar, if the Company has no profits or its profits are inadequate, then Mr. Hemant Mohan Anavkar will be paid in accordance with the provisions of Schedule V of the Act.
Perquisites	In addition to the salary received, the Executive Director of our Company is entitled to the following perquisites and allowances: • <i>Medical Reimbursement:</i> Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years. • <i>Leave Travel Concession:</i> Leave travel concession for self and family once in a year incurred in accordance with rule of the Company.



	<i>Explanation:</i> Family means, the Spouse, the dependent children and dependent parents • <i>Club Fees:</i> Fees of Club subject to maximum of two clubs. No admission and life membership fee shall be paid. • <i>Personal Accident Insurance:</i> Personal accident insurance of an amount, the annual premium of which does not exceed an amount per annum as may be decided by the Board. • <i>Gratuity as per the rules of the Company:</i> a) Company's contribution towards superannuation fund as per the rules of our Company; and b) The aforesaid perquisites stated for the payment of gratuity shall not be included in the computation of aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. • <i>Earned Leave:</i> On full pay and allowance and perquisites as per the rules of the company, but not exceeding one-month salary for eleven months service. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary. • Provision for car for use on Company's business and telephone at residence shall not be considered as perquisites, personal long-distance call and use of car for private use shall be billed by our Company.
Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year, Mr. Hemant Mohan Anavkar shall be entitled to receive a total remuneration including perquisites, etc., not exceeding the ceiling limits as approved by the Board of Directors and the members, as minimum remuneration

Other Terms & Conditions:

- Mr. Hemant Mohan Anavkar is appointed as Executive Director w.e.f 06th June, 2024 for a period of Five years. He shall be liable to retire by rotation.
- As Executive Director, he will be entrusted with substantial powers of management of affairs of the Company and he will also perform such functions and duties as may be decided by the Board.
- Executive Director will be subject to the superintendence, control and directions of the Board.
- Executive Director will work on whole-time basis for the Company and shall act diligently and to the best of his abilities in the discharge of his duties and shall not, directly or indirectly, engage himself in any other business, occupation or employment without the prior approval of the Board.
- Executive Director will, whenever required by the Board, undertake to travel in India and elsewhere towards the performance of his duties.
- The Board may re-allocate / re-designate the duties and responsibilities of Executive Director.
- Executive Director will not during his tenure or thereafter divulge or disclose to any person whomsoever or make any use whatsoever for his own purpose or for any purpose other than that of the Company, any confidential information or knowledge obtained by him during his employment as to the business or affairs of the Company or its methods or as to any trade secrets or secret processes of the Company and Executive Director will

during the continuance of his employment with the Company also use his best endeavours to prevent any other person from doing so provided however that any such divulgence or disclosure to officers and employees of the Company on a need-to-know basis with suitable caution as to confidentiality shall not be deemed to be a contravention of this clause.

- h) He will not accept the directorship in any other company (ies), except with the prior approval of the Board.
- i) Either party shall be entitled to terminate this employment by giving not less than three months' notice in writing in that behalf to the other party without the necessity of showing any cause (hereinafter referred to as "Termination by Mutual Consent"). On the expiry of the period of such notice, this employment shall be stand terminated.

Nature of Industry:

Fabtech Technologies Private Limited is engaged in the business of providing turnkey projects solution to pharmaceuticals and allied industries by way of supplying pharmaceutical machineries/ equipment, in house designing and engineering and to undertake other activities required in various pharmaceutical turnkey projects.

Date or expected date of commencement of commercial production : NA

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : NA

Financial performance of the Company for F.Y. 2022-23 based on given indicators:

Sr. No.	Particulars	(Rs. in lakhs)
1.	Income for the year	19981.93
2	Profit before Interest, Depreciation and Tax	17107.35
3	Finance Charges	248.66
4	Depreciation	59.91
5	Profit before Taxes	2566.01
6	Tax Expense	693.01
7	Net Profit/(Loss) for the Current Year	1872.99

Foreign investments or collaborations : NA

Information about the appointee:

Background, Profile and Suitability:

Mr. Hemant Mohan Anavkar, aged 52 years, has been associated with Fabtech group for more than 20 years. He has wide experience in relation to design, R&D, production & planning, and sales & service. He has diverse knowledge into pharmaceutical company and act as a leader in execution of pharmaceutical plant projects.

Particulars	Hemant Mohan Anavkar
Director Identification Number.	00150776
Date of Birth	17/02/1962
Age.	62
Educational Qualification.	Diploma in Mechanical Engineering
Experience (No. of Years)	20
Business field in which Experience.	Pharmaceutical Engineering
Date of Appointment as Director in the Company.	06/06/2024
Directorship held in any other Company.	Yes
Member of any Committees of the Directors in the Company.	-
Member of any committees of the Directors in other Companies with names of the Company.	-
Member of any Trade Association/ Charitable Organization/ NGOs etc.	-
Shareholding in Company as on the date of appointment	11.76
Remuneration paid or sought to be paid	Upto One Crore
Relationship with other Directors/KMPs	None
No. of meetings attended during the year	1 of 2 in FY 2024-25

Past Remuneration : Mr. Hemant Mohan Anavkar withdrew upto INR 60,00,000 as Director Remuneration in FY 2022-23 as Executive Director in his last term.

Recognition or Awards : NA

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Hemant Anavkar, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Hemant Anavkar holds 346251 equity shares of the company.

Reasons of loss or inadequate profits : The company has registered decent amount of profits and thus, this clause is not applicable.

Steps taken or proposed to be taken for improvement : NA



Expected increase in productivity and profits in measurable terms : Company is expecting to grow with good numbers in the next upcoming fiscal years.

For Fabtech Technologies Private Limited



Amjad Adam Arbani
Director
DIN : 02718019



Date : 26/06/2024
Place : Mumbai



+912261592900



fabtechnologies.com



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CIN: U74999MH2018PTC016257

715, Janki Centre, Off Veera
Desai Road, Andheri (W),
Mumbai 400053, India

CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED AT 03/2024-25 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF FABTECH TECHNOLOGIES LIMITED (FORMERLY KNOWN AS FABTECH TECHNOLOGIES PRIVATE LIMITED) HELD ON FRIDAY, 02ND AUGUST, 2024 AT 3:00 P.M. HELD THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) WITH THE REGISTERED OFFICE OF THE COMPANY AS DEEMED VENUE:

2. APPOINTMENT OF MR. HEMANT MOHAN ANAVKAR (DIN: 00150776) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

“RESOLVED THAT in accordance with the provisions of Sections 152, 161, 196, 197 and Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members be and is hereby accorded for the appointment of Mr. Hemant Mohan Anavkar (DIN: 00150776) as an Executive Director of the Company, who was appointed as an Additional Director with effect from 06th June, 2024, who shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**For Fabtech Technologies Limited
(Formerly known as Fabtech Technologies Private Limited)**


Amjad Adam Arbani
Director
DIN – 02718019
Place: Mumbai
Date: 02nd August, 2024



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 TO THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF FABTECH TECHNOLOGIES LIMITED ('THE COMPANY')

ITEM NO. 2:

The Board of Directors of the Company in their meeting dated 4th June, 2024, had approved the appointment of Mr. Hemant Mohan Anavkar (DIN- 00150776), as an Additional Executive Director of the Company with effect from 6th June, 2024, subject to members' approval. He was appointed for a period of 5 years w.e.f. 6th June, 2024 and is liable to retire by rotation.

The Members are requested to note that Mr. Hemant Mohan Anavkar is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act, 2013.

Accordingly, the Directors recommend the resolution set out under Item no. 2 for the approval of the Members by way of passing an Ordinary Resolution.

None of the Directors except Mr. Hemant Mohan Anavkar or Key Managerial personnel of the Company are concerned or interested in the proposed resolution except to the extent of the shares held by them.