

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF FABTECH TECHNOLOGIES LIMITED (FORMERLY KNOWN AS FABTECH TECHNOLOGIES PRIVATE LIMITED) HELD ON WEDNESDAY, 14TH AUGUST, 2024 AT 12:30 PM AT A SHOTER NOTICE AT THE REGISTERED OFFICE OF THE COMPANY AT 715, JANKI CENTRE, OFF. VEERA DESAI ROAD, ANDHERI (W) MUMBAI – 400053

AGENDA ITEM NO. 6: APPROVAL FOR RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING:

WHEREAS, the Company proposes to undertake an initial public offering of its equity shares of face value of ₹ 10 per equity share (the “**Equity Shares**” and such offering, the “**Issue**”), in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, the Securities Contracts (Regulation) Act, 1956, along with the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013 along with the rules made thereunder, as amended, (“**Companies Act**”) (collectively the “**Applicable Laws**”). The Issue structure will be finalised at the absolute discretion of the board of directors of the Company (the “**Board**” or “**Board of Directors**”, which reference shall include any duly constituted committee thereof, including the IPO Committee), and shall include an issue of Equity Shares (“**Issue**”) and list the Equity Shares on one or more recognised stock exchanges in India. The Company intends to undertake the Issue and list its Equity Shares at an opportune time in consultation with the book running lead manager appointed for the Issue (the “**BRLM**”) and other advisors appointed for the Issue and subject to applicable regulatory and other approvals, to the extent necessary. The Issue may also include a reservation of a certain number of Equity Shares for any category or categories of persons as permitted under the applicable laws or to provide a discount to the issue price to retail individual bidders or eligible employees or any other class of investors, as permitted under applicable law. Unless otherwise mentioned, the Issue includes the reservation as may be, decided by the Board or any committee constituted by the Board.

In connection with the Issue, the Company is required, *inter alia*, to prepare various documents and execute various agreements, including, without limitation, engagement letters, memoranda of understanding, agreements or documents, the listing agreements with the respective stock exchanges where the Equity Shares are proposed to be listed (“**Stock Exchanges**”), the registrars agreement, the depositories’ agreements, the Issue agreement among the Company, the BRLM, the underwriting agreement, the advertisement agency agreement, the syndicate agreement, the monitoring agency agreement, the cash escrow and sponsor bank agreement and the share escrow agreement, each as applicable. Accordingly, it is proposed to authorise the Board and certain officers of the Company to negotiate, finalise and execute such documents and agreements as may be required and to do all such things, deeds and acts in this regard for and on behalf of the Company.

After a detailed discussion, the following resolution was proposed and passed unanimously:

“RESOLVED THAT subject to the approval of the shareholders of Fabtech Technologies Limited (the “**Company**”) with or without modification in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, the provisions of Section 23, Section 62(1)(c) and any other applicable provisions of the of the Companies Act, 2013, along with the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the “**Companies Act**, the Securities Contracts (Regulation) Act, 1956, and the rules framed thereunder,

as amended (“**SCRA**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**SEBI Listing Regulations**”), other applicable regulations and guidelines issued by the Securities and Exchange Board of India (“**SEBI**”), other applicable laws, regulations, guidelines, policies, notifications, circulars or clarifications issued from time to time by the Government of India (“**GoI**”), the Reserve Bank of India (“**RBI**”), the Registrar of Companies, Maharashtra at Mumbai (“**Registrar of Companies**”), the Department of Economic Affairs, Ministry of Finance, Government of India (“**DEA**”) and the relevant stock exchanges where the equity shares of the Company of face value ₹10 each (the “**Equity Shares**”) are proposed to be listed (the “**Stock Exchanges**”) the Foreign Exchange Management Act, 1999 (“**FEMA**”), and any(collectively the “**Applicable Laws**”), and the enabling provisions of the Memorandum of Association of the Company and the Articles of Association of the Company, and subject to the approval, consents, permissions and sanctions as may be required from the GoI, relevant state government, statutory, supervisory and/or regulatory authorities, including the SEBI, RBI, the Registrar of Companies, DEA and the Stock Exchanges, and such other approvals, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent, approval, authority and sanction of the board of directors of the Company (the “**Board**” or “**Board of Directors**”, which reference shall include any duly constituted committee thereof, including the IPO Committee) be and is hereby granted to create, issue, offer and allot up to 1,26,00,000 Equity Shares of face value of ₹ 10 each of the Company (the “**Equity Shares**”) by the Company (the “**Issue**”), provided that such number of additional Equity Shares to the extent of up to 1% of the issue size or such other extent as may be permitted under the SEBI ICDR Regulations may be issued and allotted as may be required for the purposes of rounding off the nearest integer while finalising the basis of allotment, including any issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option and / or any other person pursuant to any Pre-IPO placement which shall include, without limitation, reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, of up to a certain number of Equity Shares at a price to be determined in consultation with the book running lead manager appointed in relation to the Issue (the “**BRLM**”), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as may be fixed and determined by the Board in consultation with the BRLM in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLM decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, venture capital funds, foreign venture capital investors, state industrial development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund, insurance funds, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, multilateral and bilateral financial institutions, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, or any other category of investors who are permitted to invest in Equity Shares as per Applicable Law (collectively referred to as the “**Investors**”), through an Issue document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories

of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters, placement agents and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board.

RESOLVED FURTHER THAT, subject to the approval of the shareholders of the Company, in accordance with Applicable Laws, the Issue may include, without limitation, issuance and allotment of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations and reservation of a certain number of Equity Shares to be issued to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the BRLM and as may be permissible under Applicable Laws.

RESOLVED FURTHER THAT subject to the approval of the shareholders of the Company, in accordance with the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws and subject to such further corporate and other approvals as may be required, the Board, either by itself or the IPO Committee thereof, be and is hereby authorised, on behalf of the Company, subject to such regulatory and/or corporate approvals that may be required, to undertake a pre-IPO placement of Equity Shares ("**Pre-IPO Placement**") to certain investors up to such number of Equity Shares / aggregating up to an amount of ₹ 1,000 lakhs and at such price as the Board may determine, in consultation with the BRLM, in light of the then prevailing market conditions and in accordance with the Applicable Laws, and in the event of the consummation of the Pre-IPO Placement, the size of the Issue would be reduced to the extent of Equity Shares issued and subscribed under the Pre-IPO Placement, and to take any and all actions in connection with the Pre-IPO Placement as the Board or the IPO Committee may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board or the IPO Committee may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution. It is clarified that, in the event of a Pre-IPO Placement, the size of the Issue would be reduced, only from the Issue to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Issue satisfying the minimum issue size requirements under the Securities (Contracts) Regulations Rules, 1957 ("**SCRR**") and applicable law.

RESOLVED FURTHER THAT, the Board either by itself or through the IPO Committee thereof, be and is hereby authorised, on behalf of the Company at its sole discretion, to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees of the Company and its Subsidiaries (the "**Reservation**") or to provide a discount to the Issue Price to retail individual bidders, retail individual shareholders, eligible employees or such other eligible categories of investors (the "**Discount**"), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board or the IPO Committee may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.

RESOLVED FURTHER THAT, the Equity Shares so allotted in the Issue shall be subject to the memorandum of association and the articles of association of the Company and shall rank *pari passu*

in all respects with the existing fully paid-up Equity Shares of the Company including voting rights and rights in respect of dividend from the date of allotment.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board is hereby authorised to allot Equity Shares and finalise other matters in connection with or incidental to the Issue, including determining any anchor investor (“**Anchor Investor**”) portion and allocate such number of Equity Shares to the Anchor Investor in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT, the Equity Shares allotted/ transferred through the Issue be listed at one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT subject to the approval of the shareholders of the Company, the Board and any other committee thereof, be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Issue, including but without limitation, to the following:

- (i) constituting a committee, or empowering the existing IPO Committee, for the purposes of issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Issue, including the pricing and terms of the Equity Shares, the Issue price, the price band, the size and all other terms and conditions of the Issue including the number of Equity Shares to be issued, offered and transferred in the Issue, the bid / Issue opening and bid/Issue closing date, discount (if any), reservation, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors in consultation with the BRLM and in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
- (ii) making available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees of the Company and the Subsidiaries (the “Reservation”) and/or to provide a discount to the Issue price to any category(ies) of persons permitted under applicable law, including without limitation, retail individual bidders and/or eligible employees (the “Discount”) and to take any and all actions in connection with any Reservation or Discount as the Board or a duly constituted committee thereof, in consultation with the BRLM, may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, and seek any consent or approval required or necessary;
- (iii) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Issue;
- (iv) giving or authorising any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (v) to open and operate separate escrow accounts and or any other account, with scheduled banks to receive applications along with application monies in relation to the Offer in terms of Section 40(3) of the Companies Act, 2013 and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

- (vi) appointing the BRLM in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;
- (vii) seeking, if required, any approval, consent or waiver from the Company's lenders, industry data providers and/or parties with whom the Company has entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Company, and/or any/all concerned governmental and regulatory authorities in India, including the RBI and SEBI and/or any other approvals, consents or waivers that may be required in connection with the issue, transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Issue, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;
- (viii) deciding in consultation with the BRLM the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Issue, the Issue Price, the price band (including issue price for anchor investors), the size and all other terms and conditions of the Issue including the number of Equity Shares to be offered and transferred in the Issue, the Bid / Issue Opening and Bid/Issue Closing Date (including bid opening and bid closing dates for anchor investors), Discount (if any), Reservation, in accordance with Applicable Laws;
- (ix) approving the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP") and the prospectus ("Prospectus"), the abridged prospectus ("Abridged Prospectus") (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof, as may be considered desirable or expedient) in relation to the Issue as finalised in consultation with the BRLM, in accordance with Applicable Laws;
- (x) withdrawing the DRHP or the RHP or not proceeding with the Issue at any stage in accordance with Applicable Laws and in consultation with the BRLM;
- (xi) settling in questions, difficulties or doubts that may arise in relation to the Issue;
- (xii) approving suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
- (xiii) seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and trading approval;
- (xiv) deciding, in consultation with the BRLM, size, timing (including opening and closing dates), pricing, the terms of the issue of the Equity Shares, and all other related matters regarding the Pre-IPO Placement if any, including the execution of the relevant documents with the investors, and rounding off, if any, in the event of oversubscription and in accordance with applicable laws;
- (xv) appointing, in consultation with the BRLM, the registrar, advertisement agency, monitoring agency and other intermediaries to the Issue, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws, as well as legal counsels and banks or other agencies concerned and entering into any agreements or other instruments for such purpose, to

remunerate all such intermediaries / agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/ agents;

- (xvi) finalising of and arranging for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments or supplements thereto;
- (xvii) authorising of the maintenance of a register of holders of the Equity Shares;
- (xviii) finalising of the basis of allotment of the Equity Shares in accordance with Applicable Laws;
- (xix) issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws;
- (xx) accepting and appropriating of the proceeds of the Issue in accordance with Applicable Laws; and
- (xxi) doing any other act and/or deed, negotiating and executing any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or giving such direction, including any direction to settle all questions, removing any difficulties or doubts that may arise from time to time in relation to the Issue or allotment of the Equity Shares in the Issue and utilizing the Issue Proceeds, in such manner as the Board may deem fit, and giving such directions and/or instructions as it may from time to time decide and accepting and giving effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, and taking such actions or giving such directions as may be necessary or desirable and as it deems fit or as may be necessary or desirable with regard to the Issue;
- (xxii) to open, maintain, operate and close a bank account of the Company in terms of the cash escrow agreement for the handling of refunds for the Issue and to authorize one or more officers/ employees of the Company to execute all documents/deeds as may be necessary in this regard;
- (xxiii) to make any applications to, seek clarifications/exemptions and obtain approvals from, if necessary, RBI, SEBI, Corporate Debt Restructuring Cell or to any other statutory and governmental authorities in connection with the Issue, as may be required, (including for the purpose of issue of shares by the Company to non-resident investors, including Non Resident Indians and Foreign Institutional Investors) and wherever necessary, incorporate such modifications, amendments, alterations, corrections as may be required in the DRHP, the RHP and the Prospectus;
- (xxiv) to submit undertaking/certificates or provide clarifications to the Securities Exchange Board of India and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed;
- (xxv) to make applications to the Stock Exchanges for in-principal approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with the Securities Exchange Board of India, as may be required for the purpose;

(xxvi) to issue receipts, allotment letters, confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the afore stated documents;

(xxvii) to authorize and empower officers of the Company (each, an “Authorized Officer”), for and on behalf of the Company, to execute and deliver, on a several basis, any declarations, affidavits, certificates, consents, agreements and arrangements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers consider necessary, appropriate or advisable, in connection with the Issue, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar’s agreement, the depositories agreements, the issue agreement with the BRLMs (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement and confirmation of allocation notes, with the BRLMs, lead manager, syndicate members, bankers to the Issue, registrar to the Issue, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsels, depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Issue, if any and to do or cause to be done any and all such acts or things that the Authorized Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Issue and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

(xxviii) acceptance and appropriation of the proceeds of the Issue in accordance with the Applicable Laws; and

(xxix) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Issue

RESOLVED FURTHER THAT, subject to such regulatory approvals as may be required, the Issue shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI ICDR Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company or of its subsidiaries, and other persons or entities, as may be permissible under Applicable Laws, including reservation for any permissible persons or categories of investors, for cash at a price to be determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, as amended, the SCRA, SCRR and FEMA.

RESOLVED FURTHER THAT, in consultation with the stock exchanges and as may be permitted under the SEBI ICDR Regulations, or any other Applicable Laws, the Company will have an option to retain an oversubscription, to the extent of 1% of the net Issue size or such other extent as may be permitted under the Applicable Laws, made for the purpose of making allotment in minimum lots for the purpose of rounding off to the nearest integer, while finalizing the basis of allotment.

RESOLVED FURTHER THAT subject to approval of the shareholders of the Company, the Board, either by itself or through a duly authorised committee constituted by it, is entitled to negotiate, finalise and execute all such agreements and arrangements as well as amendments, supplements, notices or addenda or corrigenda thereto in connection with the Issue, for appointment of BRLM and in consultation with the BRLM for appointment of the intermediaries, underwriters, escrow agents, registrar, banker(s) to the Issue, legal counsels, depository(ies), monitoring agency, advertising agency, and all such persons or agencies as may be involved in or concerned with the Issue and to remunerate all such agencies in cash or otherwise, including by way of payment of commission, brokerage, fees, or reimbursement for expenses incurred in relation to the Issue, and to terminate any agreements or arrangements with such intermediaries.

RESOLVED FURTHER THAT, Mr. Amjad Arbani, Director and Mr. Hemant Anavkar, Director be and are hereby authorised to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Maharashtra at Mumbai.”

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


Amjad Adam Arbani
Director
DIN – 02718019
Place: Mumbai
Date: 14th August, 2024

