SHREYAS
FABTECH LIMITED
CIN : U28999MH2022PLC391593

Regd. Office & Plant - I
Plot No. H 37, MIDC Ambad,
Nasik 422010, MAH, INDIA.
Tel: +91 253 238 4537
www.shreyas.biz

Plant - II
Gat No. 47/1, Village Khatwad,
Tal: Dindori, Dist: Nasik 422004,
MAH, INDIA
Email: skpatel@shreyas.biz

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF SHREYAS FABTECH LIMITED HELD ON THURSDAY, SEPTEMBER 25, 2025, AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO.H37, MIDC AMBAD, NASHIK-422010, MAHARASHTRA, INDIA, AT 11:00 A.M., WHICH CONCLUDED AT 12:00 A.M.

TO APPROVE THE PRE INITIAL PUBLIC OFFER (IPO), IF ANY, OF EQUITY SHARES OF VALUE UPTO INR 8,00,00,000:

To consider, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, and other applicable laws, regulations, rules, guidelines, circulars, notifications and clarifications issued by any competent authority (including SEBI, the Registrar of Companies, Reserve Bank of India, and the Stock Exchanges where the equity shares of the Company are proposed to be listed), and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof constituted or to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), to undertake a Pre-Initial Public Offer ("Pre-IPO") placement of value not exceeding INR 8,00,00,000 (Rupees Eight Crores), to one or more qualified institutional buyers, anchor investors, or such other person(s) as may be permitted under applicable laws, at such price as may be determined by the Board in consultation with the book running lead managers and in accordance with applicable laws, on such terms and conditions as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide the price, timing, size, terms and all other matters in respect of the Pre-IPO placement including finalisation of the list of investors, execution of requisite agreements/documents, filing of requisite forms with regulatory authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the equity shares so issued shall be subject to the lock-in as prescribed under the SEBI ICDR Regulations or any other applicable law."

For Shreyas Fabtech Limited

Shreyas Kantilal Patel
Managing Director
DIN: 01638788

SHREYAS FABTECH LIMITED NASIK AMBAD, NASIK

Date: 25/09/2025
Place: Nashik

SHREYAS
FABTECH LIMITED
CIN : U28999MH2022PLC391593

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Explanatory Statement
Pursuant to Section 102(1) of the Companies Act, 2013

The Company is in the process of augmenting its long-term resources and strengthening its capital base in view of its proposed Initial Public Offering (IPO) in the near future. In order to achieve this, it is proposed to issue and allot equity shares of the Company by way of **private placement**, to certain identified investors, including Qualified Institutional Buyers, High Net-worth Individuals, and/or other strategic investors, as permitted under the provisions of the Companies Act, 2013, the rules made thereunder, and other applicable laws.

In terms of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the rules framed thereunder, any issue of securities by way of private placement requires approval of the shareholders of the Company by way of a **special resolution**.
Accordingly, the consent of the members is sought for authorising the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any duly authorised committee thereof) to offer, issue and allot equity shares of the Company by way of private placement in one or more tranches, on such terms and conditions including the class of investors to whom the securities are to be allotted, the number of securities to be allotted, issue price, premium (if any), and such other terms as the Board may, in its absolute discretion, deem fit and proper in accordance with applicable laws.

The proposed private placement would provide the Company with additional funds to meet its business expansion plans, improve the capital structure, and create a stronger balance sheet prior to the proposed IPO.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out in the Notice for approval of the Members.

For **Shreyas Fabtech Limited**

SHREYAS FABTECH LIMITED NASIK AMBAD, NASIK

Shreyas Kantilal Patel
Managing Director
DIN: 01638788

Date: 25/09/2025
Place: Nashik