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 RESOLUTION PASSED IN THE EXTRAORDINARY GENERAL MEETING OF MEMBERS OF SHREYAS FABTECH LIMITED HELD ON THURSDAY, 22ND DAY OF OCTOBER, 2026 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO.H37, MIDC AMBAD, NASHIK - 422010, MAHARASHTRA, INDIA AT 11:00 A.M.

01. ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

The Chairperson informed the members that the existing physical Articles of Association of the Company had been reviewed with reference to the Articles of Association filed with the Registrar of Companies in Form INC-34. During the review board has observed that, it is necessary to align the existing physical Articles of Association with the Articles of Association filed in Form INC-34, so as to maintain consistency between the Company's constitutional documents and the records filed with the Registrar of Companies.

The Chairperson further explained that the proposed alterations were intended to incorporate the changes necessary for such alignment, as placed before the members for their consideration and approval.

After some discussion, the following resolution was proposed by **Mr. Shreyas Kantilal Patel** and seconded by **Mr. Rakesh Vithalrao Deore**.

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the consent of the members of the company be and is hereby accorded to alter the Articles of Association of the Company, to bring the existing physical Articles of Association of the company in alignment with the eAOA filed with the Registrar of Companies in **Form No. INC-34."**

PASSED UNANIMOUSLY

02. ALTERATION OF ARTICLE 92 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

The Chairperson informed the Members that, in view of the proposed initial public offering of the equity shares of the Company on the SME platform, it is proposed to alter Article 92 of the Articles of Association of the Company to incorporate provisions relating to the lock-in of specified equity shares in accordance with the applicable SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The proposed amendment also provides for recording specified equity shares as "non-transferable" where the lock-in cannot be created or recorded by the Depositories and for the continued lock-in treatment of such shares upon invocation or release of pledge or exercise of lien, as applicable.

After some discussion, the following resolution was proposed by **Mr. Shreyas Kantilal Patel** and seconded by **Mr. Rakesh Vithalrao Deore.**

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, consent of members be and is hereby accorded to alter Articles of Association of the company by inserting an additional provision in Article 92, after the existing borrowing powers provision, to provide for the recording of specified equity shares as 'non-transferable' for the applicable lock-in period where lock-in cannot be created or recorded by the Depositories, and for the continued lock-in treatment of such shares upon invocation or release of pledge or exercise of lien, in accordance with the applicable SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable circulars, substantially in the form placed before the meeting and initialled by the Chairperson for identification."

PASSED UNANIMOUSLY

03. INITIAL PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY:

The Chairperson informed the members that, in continuation of the earlier approval obtained from the shareholders at their meeting held on August 25, 2025, the Company proposes to undertake a Fresh Issue of up to 60,00,000 (Sixty Lakhs) Equity Shares of face value of ₹10/- each, at such price as may be determined in consultation with the Lead Manager, for the proposed Initial Public Offer (IPO) and listing of the Equity Shares on the National Stock Exchange of India Limited.

After some discussion, the following resolution was proposed by **Mr. Shreyas Kantilal Patel** and seconded by **Mr. Rakesh Vithalrao Deore.**

"RESOLVED THAT in continuation of the earlier approvals obtained vide the Shareholders in their Meeting held on August 25,2025 and in accordance with and subject to Section 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debenture) Rules, 2014, as amended, the Securities Contracts Regulation Act, 1956 ("SCRA"), 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"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable regulations, circulars, notifications, and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, other applicable laws, regulations, policies or guidelines including any foreign investment law, policy, notification, circular, clarification or guideline in India prescribed by the Government of India, the SEBI, or any other competent authority from time to time, (collectively referred to as the "Applicable Laws"), the provisions of the Memorandum and Articles of Association of the Company and the equity listing agreements to be entered into between the Company and the respective

stock exchanges where the equity shares of the Company of face value of Rs.10.00 ("Equity Shares") are proposed to be listed ("Stock Exchanges"), and subject to the approval of relevant government, statutory and/or regulatory authorities, including the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), the SEBI, the Reserve Bank of India ("RBI"), the Registrar of Companies, ("RoC"), the Stock Exchange and such other approvals, 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, consents, permissions and sanctions, the consent, approval and sanction of the members of the Company, be and is hereby granted to create, issue, offer and allot Equity Shares up to 60,00,000 (Sixty Lakhs only) of the face value of Rs. 10 each, for cash either at par or premium, in accordance with the SEBI ICDR Regulations in terms of the SEBI ICDR Regulations at a price at such premium or at par per Equity Shares to be determined, by the Company in consultation with the Lead Manager.

RESOLVED FURTHER THAT in accordance with Applicable Laws, the Issue may include, without limitation, issuance and allotment of Equity Shares, in terms of the SEBI ICDR Regulations and reservation if any for a certain number of Equity Shares to be offered 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 Lead Manager and as may be permissible under Applicable Laws.

RESOLVED FURTHER THAT the Issue may be made to foreign investors such as registered foreign portfolio investors, alternative investment funds, foreign venture capital investors, non-resident Indians, as well as state industrial development corporations, venture capital funds, insurance companies registered with the Insurance Regulatory and Development Authority of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, Ministry of Communications and Information Technology, India, scheduled commercial banks, provident funds, pension funds, national investment fund, trusts/ societies registered under the Societies Registration Act, 1850, as amended, systemically important non-banking financial companies, development financial institutions and/or multilateral and bilateral development financial institutions, Hindu undivided families, mutual funds, employees and/or workers of the Company, in or out of India (through a reservation or otherwise), Indian public, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, and such other persons, including high net worth individuals, retail individual investors or other entities, in one or more combinations thereof and/or any other categories of investors as may be permitted under Applicable Laws, including anchor investors as defined under the SEBI ICDR Regulations, whether they be holders of Equity Shares or not, in a manner, and in consultation with the Lead Manager and/or underwriters and/or other advisors or such persons appointed for the Issue and on the terms and conditions as the Board may in its discretion, in consultation with the Lead Manager, decide including the price at which the Equity Shares are to be issued, at par or at premium and for cash as determined in accordance with the provisions of the SEBI ICDR Regulations or other considerations that the Board may, in consultation with the Lead Manager, deem fit.

RESOLVED FURTHER THAT the Equity Shares so allotted (including pursuant to any Reservation) shall be subject to the Memorandum and the Articles of Association of the Company and shall rank pari passu in all respects with existing Equity Shares of the Company including rights in respect of dividend after the date of allotment.

RESOLVED FURTHER THAT - National Stock Exchange of India Limited shall be the Designated Stock Exchange.

RESOLVED FURTHER THAT subject to the Applicable Laws, the Equity Shares allotted or pursuant to the Issue shall be listed on Designated Stock Exchange.

RESOLVED FURTHER THAT subject to the Applicable Laws, the Board be and is hereby authorized to delegate all or any of the powers herein conferred in such manner as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Issue, including without limitation, the following:

(i) To make applications to seek clarifications and obtain approvals from, where necessary, the SEBI, the Reserve Bank of India ("RBI") and any other governmental or statutory/regulatory authorities as may be required in connection with the Issue and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;

(ii) To appoint and enter into arrangement with Lead Manager, underwriters to the Issue, advisors to the Issue (if any), escrow collection bank to the Issue, registrar to the Issue, sponsor bank, refund bank(s) to the Issue, public issue account bank to the Issue, advertising agency(ies), legal counsel and any other agencies or persons or intermediaries to the Issue and to negotiate and finalize and amend the terms of their appointment, including but not limited to execution of the Lead Manager mandate letter, negotiation, finalization, execution and, if required, the amendment of the Issue agreement with the Lead Manager and the underwriting agreement with the underwriters;

(iii) To take all actions as may be necessary.

(iv) To negotiate, finalise, settle, execute and deliver or arrange the delivery of the Issue agreement, registrar agreement, underwriting agreement, cash escrow agreement, share escrow agreement, sponsor bank agreement, and all other documents, deeds, agreements, memorandum of understanding and any notices, supplements and corrigenda thereto, as may be required or desirable, and other instruments whatsoever with the registrar to the Issue, legal advisors, auditors, Stock Exchange, Lead Manager and any other agencies/intermediaries in connection with the Issue with the power to authorise one or more officers of the Company to negotiate, execute and deliver all or any of the afore-stated documents;

(v) To decide in consultation with the Lead Manager on the size, timing, pricing, reservation if any and all the terms and conditions of the Issue, including Issue Price, Issue period, and to accept any amendments, modifications, variations or alterations thereto;

(vi) To take all actions as may be necessary in connection with the Issue, including extending the Issue period, allow revision of the Offer in accordance with the Applicable laws;

(vii) To finalise, approve, adopt, deliver and arrange for, in consultation with the Lead Manager, submission of the Draft Prospectus and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), and any amendments, supplements, notices or corrigenda thereto for the offer of Equity Shares including incorporating such alterations/corrections/modifications as may be required by Stock Exchange, RoC, or any other relevant governmental and statutory authorities or in accordance with all Applicable Law;

(viii) To seek, if required, the consent of the lenders of the Company, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in relation to the Issue or any actions connected therewith;

(ix) To make applications to seek clarifications and obtain approvals from, if necessary, the Stock Exchange, the Registrar of Companies or any other statutory or governmental authorities in connection with the Issue and, wherever necessary, incorporate such modifications/amendments/alterations/corrections as may be required in the Draft Prospectus, and the Prospectus;

(x) To open and operate bank account(s) of the Company in terms of the cash escrow agreement and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(xi) To authorise and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue;

(xii) To approve code of conduct as may be considered necessary or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;

(xiii) To authorise 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 in relation to the Issue;

(xiv) To approve suitable policies in relation to the Issue as may be required under Applicable Laws;

(xv) To approve any corporate governance requirement that may be considered necessary by the Board or as may be required under Applicable Laws, in connection with the Issue;

(xvi) To authorise and approve notices, advertisements in relation to the Issue in consultation with the relevant intermediaries appointed for the Issue;

(xvii) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013 or as may be required by the regulations issued by SEBI and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(xviii) To determine and finalize the issue opening and issue closing dates, the Issue price, approve the basis for allocation/allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the Draft Prospectus and the Prospectus, in consultation with the Lead Manager;

(xix) 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 the Stock Exchange, with power to authorize one or more officers of the Company to sign all or any of the afore-stated documents;

(xx) To withdraw the Draft Prospectus or the Prospectus or not to proceed with the Issue at any stage, if considered necessary and expedient, in accordance with Applicable laws;

(xxi) To authorize and approve notices, advertisements in relation to the Issue in consultation with the relevant intermediaries appointed for the Issue;

(xxii) To make applications for listing of Equity Shares on the Stock Exchange and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchange and to take all such other actions as may be necessary in connection with obtaining such listing;

(xxiii) To do all such deeds and acts as may be required to dematerialize the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorize one or more officers of the Company to execute all or any of the afore-stated documents;

(xxiv) To do all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary or desirable for the Issue, in consultation with the Lead Manager, including without limitation, finalizing the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;

(xxv) To settle all questions, difficulties or doubts that may arise in regard to the Issue, including such issues or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary and permissible under Applicable laws to the officials of the Company;

(xxvi) To approve the expenditure in relation to the Issue;

(xxvii) To take such action, give such directions, as may be necessary or desirable as regards the Issue and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the Issue, as are in the best interests of the Company;

(xxviii) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as the Board or may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board shall be conclusive evidence of the authority of the Board in so doing;

(xxix) To accept and appropriate the proceeds of the Fresh Issue in accordance with Applicable Laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Issue, the Board be and is hereby authorized to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Equity Shares in the Issue and the utilization of the Issue proceeds in accordance with the purposes specified in the Issue documents, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Issue, determine the class of investors to whom the securities are to be allotted, the number of securities to be allotted, issue price, premium amount on issue, the stock exchange(s) on which the securities are proposed to be listed, , appoint Lead Manager, appoint in consultation with the Lead Manager, other intermediaries such as legal counsels, banks or agencies concerned, enter into any agreements or other instruments for such purpose, remunerate all such intermediaries/agencies including the payments of commissions, brokerages, fees and the like, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may

deem fit or as the Board may decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorized herein, and that all or any of the powers conferred on the Board thereof vide this resolution may be exercised by the Board.

RESOLVED FURTHER THAT Mr. Shreyas Kantilal Patel , Managing Director or any other director of the Company be severally authorized to file necessary forms with the Registrar of Companies and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, certificates etc., as may be required in order to give effect to these resolutions and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT in relation to the Issue, any decision regarding the Issue may be made by the Company together with, or the Lead Manager as may be mutually agreed upon in terms of any agreement in connection with the Issue.

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

PASSED UNANIMOUSLY

For and on Behalf of Board of Director of,
SHREYAS FABTECH LIMITED

SHREYAS FABTECH LIMITED NASIK AMBAD NASIK

Mr. Shreyas Kantilal Patel
(MD & CFO, DIN: 01638788)
Address: MICASA, Street 5A, Serene Meadows, Gangapur Road, Nashik - 422013, Maharashtra, India.

Mr. Rakesh Vithalrao Deore
(WTD, DIN: 05122982)
Address: Plot No. 41, NO. 314 / 3 / 1 A, Damodhar Nagar Near Sukan-E Row House, Pathardi Phata, Nashik-422010, Maharashtra, India.

Date: 27/10/2026
Place: Nashik

SHREYAS
FABTECH LIMITED
CIN : U28999MH2022PLC391593

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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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Email: skpatel@shreyas.biz

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