

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF EPACK PREFAB TECHNOLOGIES LIMITED (FORMERLY KNOWN AS EPACK PREFAB TECHNOLOGIES PRIVATE LIMITED AND EPACK POLYMERS PRIVATE LIMITED) HELD ON WENESDAY 18TH DAY OF DECEMBER 2024 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 61-B, UDYOG VIHAR, SURAJPUR, KASNA ROAD GREATER NOIDA, GAUTAM BUDDHA NAGAR UTTAR PRADESH-201306 COMMENCED AT 9:45 PM

SPECIAL BUSINESS

RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING OF EQUITY SHARES INCLUDING, ANY DISCOUNT AND RESERVATION CONTEMPLATED IN THE OFFER AND PRE-IPO PLACEMENT

Passed as Special resolution

“RESOLVED THAT pursuant to the provisions of sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, each as amended, (collectively referred to as the **“Companies Act”**) (including any statutory modification or re-enactment thereof for the time being in force), the Securities Contracts (Regulation) Act, 1956, as amended, in each instance, including the rules, regulations, circulars, guidelines issued thereunder, 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”**), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (**“GoI”**), including the Department for Promotion of Industry and Internal Trade (**“DPIIT”**), Securities and Exchange Board of India (**“SEBI”**) or Reserve Bank of India (**“RBI”**), and any other applicable laws, rules and regulations, in India or outside India (collectively, the **“Applicable Laws”**), recommendation of Board of Directors of the Company and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the BSE Limited and at National Stock Exchange of India Limited (**“Stock Exchanges”**), and subject to any approvals from the GoI, the Registrar of Companies, Uttar Pradesh at Kanpur (**“RoC”**), SEBI, RBI, the Stock Exchanges, the DPIIT and any other appropriate governmental, statutory and regulatory authorities of India (**“Regulatory Authorities”**) and any third parties including but not limited to lender(s) of the Company, and such other approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and such third parties (if any) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors (hereinafter referred to as the **“Board”** which term shall include the IPO Committee or any other duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of members of the Company be and is hereby accorded to create, issue, offer, allot and transfer Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the fresh issue aggregates up to ₹ 3000 million (**“Fresh Issue”**) (with an option

to the Company to retain an over-subscription to the extent of 1% of the net Offer (defined below) size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in consultation with the designated stock exchange) and an offer for sale of Equity Shares by existing and eligible shareholders of the Company (“**Selling Shareholders**”) who intimate their intention to the Board (“**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”) including the issue and allotment/ transfer of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations at a price to be determined by the Company in consultation with the Book Running Lead Manager (BRLM), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, for cash at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations, out of the authorised capital of the Company.

RESOLVED FURTHER THAT the Board shall do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the consequent listing of the Equity Shares on the recognized Stock Exchanges on behalf of, and in the best interests, of the Company, including determination of the terms of the Offer, the timing, size and price, 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 person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors, if any, and qualified institutional buyers, if any, as defined under Regulations 2(1)(c) and 2(1)(ss), respectively of the SEBI ICDR Regulations, , employees of the Company (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, public financial institutions, scheduled commercial banks, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds with a minimum corpus of INR 250 million, pension funds with a minimum corpus of INR 250 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, systemically important non-banking finance companies, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons in one or more combinations thereof, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, whether through the Offer or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws and in one or more tranches in consultation with the BRLM and on such terms and conditions as may be finalised by the Board in consultation with the BRLM and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Equity Shares allotted/ transferred pursuant to the Offer shall be listed on Stock Exchange.

RESOLVED FURTHER THAT the Board and such other persons as may be authorised by the Board be and is hereby authorised on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees (“**Reservation**”) or to provide a discount to the Offer price to retail individual bidders or eligible employees (“**Discount**”); and to take any and all actions in connection with any Reservation or Discount as the Board may, either itself or through the IPO Committee, in consultation with the BRLM, think fit or proper, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations, and other Applicable Laws, and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the consent and approval of the members of the Company be and is hereby accorded to undertake/ complete a private placement of such number of Securities as may be decided by the Board, to certain selected investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus (“**Pre-IPO Placement**”), up to such number of specified securities up to such aggregate amount at such other price as the Board may determine, in consultation with the BRLM, in light of the then prevailing market conditions in accordance with Applicable Laws and in the event of the consummation of the Pre-IPO Placement, the size of the Offer would be reduced to the extent of specified securities 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 Offer would be reduced, only from the Fresh Issue portion of the Offer, to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the SCRR.

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 Offer, the Board, or any duly authorised committee thereof including the IPO Committee and such persons as may be authorised by the Board, in consultation with the BRLM, on behalf of the Company, be and are hereby authorised to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, offer price, premium amount, Discount (as allowed under Applicable Laws), Reservations, listing on the Stock Exchanges as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Offer including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem

necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT the Equity Shares so allotted under the Offer (including any reservation or green shoe option) 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 Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account opened in a scheduled bank for the purpose of the Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with Applicable Laws, or the Company shall pay interest on failure thereof, as per Applicable Laws and in consultation with the BRLM.”

By order of the Board of Directors
For Epack Prefab Technologies Limited

NIKITA SINGH
Company Secretary
Membership No. F10246
Address: A 161, 6th Floor,
Suvidha Apartment,
Sector -56, Gurugram,
HR- 122011

Date: 17-09-2025
Place: Noida

CERTIFIED TRUE COPY OF EXTRACT OF EXPLANATORY STATEMENT PURSUANT TO THE EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF EPACK PREFAB TECHNOLOGIES LIMITED (FORMERLY KNOWN AS EPACK PREFAB TECHNOLOGIES PRIVATE LIMITED AND EPACK POLYMERS PRIVATE LIMITED) HELD ON WENESDAY 18TH DAY OF DECEMBER 2024 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 61-B, UDYOG VIHAR, SURAJPUR, KASNA ROAD GREATER NOIDA, GAUTAM BUDDHA NAGAR UTTAR PRADESH-201306 COMMENCED AT 9:45 PM

ITEM NO. 1

The Company proposes to create, offer, issue and allot equity shares of the Company of face value of ₹ 2 (the “**Equity Shares**”) each up to an aggregate of ₹ 3000 million, on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects *pari passu* with the existing Equity Shares.

The proposed offering (“**Offer**”) shall include a fresh issue of the Equity Shares by the Company (“**Fresh Issue**”). Further, the Board may also invite the existing members of the Company to participate in such an offering by making an offer for sale (“**Offer for Sale**”) in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, as the Board may determine.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (the “**DRHP**”) with the Securities and Exchange Board of India (the “**SEBI**”) and the Stock Exchanges, and subsequently file a red herring prospectus (the “**RHP**”) with the Registrar of Companies, Uttar Pradesh at Kanpur (“**RoC**”) and thereafter with SEBI, and the stock exchanges where the Equity Shares are proposed to be listed (“**Stock Exchanges**”) and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Offer (the “**Prospectus**”, and together with the DRHP and the RHP, the “**Offer Documents**”), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the “**Companies Act**”) and other applicable laws.

Each shareholder may, in its sole discretion, participate in the Offer for Sale by offering to sell either all or a part of the Equity Shares held by it at a price to be determined through the book building process in accordance with the SEBI ICDR Regulations and the Offer Documents. In terms of Regulation 8 of the SEBI ICDR Regulations, the Equity Shares offered in the Offer (“**Offered Shares**”) are required to be fully paid-up and are required to have been held by the concerned shareholder for a period of at least one year prior to filing of the DRHP with SEBI.

Please note that in terms of the SEBI ICDR Regulations, the entire pre-Offer equity share capital of the Company (other than the Equity Shares offered under the Offer), shall be locked-in for a period of six months from the date of allotment pursuant to the Offer, subject to exceptions under the SEBI ICDR Regulations.

Further, in terms of the SEBI ICDR Regulations, Equity Shares held by the shareholders prior to the Offer and locked-in for a period of six months may be transferred to any other person holding Equity

Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the applicable lock-in and the transferee being ineligible to transfer such Equity Shares until expiry of the lock-in period, and compliance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In the event a shareholder chooses to participate in the Offer (“**Selling Shareholders**”), they will be required to comply with certain terms and requirements and undertake certain activities in line with the SEBI ICDR Regulations and the Companies Act, an indicative list of which is set out below:

1. **Offer Expenses:** The Selling Shareholders and the Company shall share certain costs and expenses pertaining to the Offer (collectively, the “**Offer Expenses**”). The Offer Expenses shall be shared by the Selling Shareholders and the Company based on the proportion of Equity Shares included in the Offer for Sale, among the Selling Shareholders, and the Equity Shares allotted by the Company in the Fresh Issue, respectively, as a percentage of the total Equity Shares transferred or allotted pursuant to the Offer, and in accordance with applicable laws.
2. **Offer related agreements:** At different stages of the Offer process, the Company and the Selling Shareholders will need to enter into various agreements, including the offer agreement, registrar agreement, syndicate agreement, share escrow agreement, escrow and sponsor bank agreement and underwriting agreement. The drafts of these agreements will be shared with the Selling Shareholders at the appropriate stages.
3. **Liability of Selling Shareholders:** The Companies Act, 2013 imposes both criminal and civil liability on the Selling Shareholders for misstatements in the Offer Documents. In addition, a Selling Shareholder may be liable for punishment for fraudulently inducing persons to invest money in the Company, or actions by persons, or group of persons or association of persons affected by any misleading statements or inclusion or omission in any matter in relation to the Selling Shareholder and the portion of the Offered Shares in the Offer Documents. The Company, the book running lead managers appointed for the Offer (the “**BRLMs**”), and their respective legal counsels and other professional advisers appointed in relation to the Offer shall not be responsible or liable to the Selling Shareholders, or any other person in relation to the Offer, including for any default, negligence or misconduct by the Selling Shareholders. In addition, in the agreements set out above, the Selling Shareholders shall be required to provide an indemnity to the BRLMs and/or the underwriters, as applicable, with respect to the information about themselves, their respective portions of the Offered Shares and their representations and warranties.

Further, the Company shall be entitled to take all decisions in relation to the Offer in accordance with applicable laws. The Company reserves the right, at its sole discretion, to modify or vary the terms and conditions of the participation of such Shareholder in the Offer for Sale, including where any relevant approvals are not obtained in a timely manner or at all.

In the event a shareholder is interested in participating in the Offer for Sale, he/she/it will provide a consent letter, indicating the number of Equity Shares proposed to be offered in the Offer for Sale (“**Consent Letter**”). The Company reserves the right, at its sole discretion, to extend such period as may be required. In the event the Company does not receive the Consent Letter from interested shareholders within the timeline as may be communicated by the Company, it shall be presumed that such shareholders are not interested in participating in the Offer for Sale.

Upon receipt of the Consent Letter, the Company will send a detailed set of instructions and documents that a Selling Shareholder needs to execute to participate in the Offer for Sale.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required through a special resolution. The Company proposes to create, offer, issue and allot in the Offer such number of Equity Shares, for cash either at par or premium, as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations such that the amount being raised pursuant to the Offer aggregates up to ₹ 4,000 million on such terms and at such price and at such time as may be considered appropriate by the board of directors of the Company (the "**Board**"), or a duly authorised committee thereof, in consultation with the BRLMs, to the various categories of permitted investors, who may or may not be the shareholder(s) of the Company, in the Offer through the book building process in accordance with the SEBI ICDR Regulations. The Equity Shares, if any, allotted vide the Offer shall rank in all respects *pari passu* with the existing equity shares of the Company. The proceeds of the Fresh Issue will be utilised for the purposes that shall be disclosed in the DRHP, RHP and the Prospectus. The Board has the authority to modify the aforesaid objects on the basis of the requirements of the Company, in accordance with applicable laws.

Material information pertaining to the Offer is as follows:

(i) *Offer Price:*

The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) *The object(s) of the Offer:*

The proceeds of the Offer are to be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the Offer, including for general corporate purposes. The Board has the authority to modify the above objects on the basis of the requirements of the Company, subject to applicable law.

(iii) *Intention of Directors/Key managerial personnel to subscribe to the Offer:*

The Company has not made and will not make an offer of Equity Shares to any directors or key managerial personnel. However, the directors or the key managerial personnel may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

(iv) *Whether a change in control is intended or expected:*

No change in control is intended or expected as a result of the Offer.

(v) *Allotment*

The allotment of Equity Shares pursuant to the Offer shall be completed within such time period as may be prescribed under applicable law.

(vi) *Pre- Offer and post-Offer shareholding pattern*

The pre-Offer and post-Offer shareholding pattern (to the extent applicable) shall be as disclosed in the offer documents filed in connection with the Offer.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested financially in the proposed resolution to the extent of their shareholding in the Company, if any and, to the extent shares may be offered by them for sale or subscribed for and allotted in their names.

**By order of the Board of Directors
For Epack Prefab Technologies Limited**

NIKITA SINGH
Company Secretary
Membership No. F10246
Address: A 161, 6th Floor,
Suvidha Apartment,
Sector -56, Gurugram,
HR- 122011

Date: 17-09-2025
Place: Noida