

EPACK PREFAB TECHNOLOGIES LIMITED

CIN: L74999UP1999PLC116066

**Regd. Office: 61-B, Udyog Vihar, Surajpur, Kasna Road, Greater Noida, Gautam Buddha Nagar-201306,
Uttar Pradesh**

**Corporate Office: B-13, Ecotech-1st Extension, Gautam Buddha Nagar, Greater Noida – 201306, Uttar
Pradesh, India**

Ph.:0120-4522467, E-mail: prefabcompliance@epack.in Website: www.epack.in

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) as amended, Secretarial Standard-2 on General Meetings (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), circulars and guidelines issued by the Ministry of Corporate Affairs (the “MCA”), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22, 2025 (the “MCA Circulars”) read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 and SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024 along with subsequent circulars issued by the Securities and Exchange Board of India (“SEBI”) in this regard (collectively referred to as “SEBI Circulars”), and any other applicable laws and regulations, to transact the item of special business set out below is proposed to be passed by the Members of EPack Prefab Technologies Limited (the “Company”) as **Special Resolution(s)** through postal ballot (the “Postal Ballot”) by way of voting through electronic means (“Remote e- voting”) only.

The explanatory statement pursuant to Sections 102(1) and 110 of the Act and Reg 44 of the Listing regulations, setting out the material facts pertaining to the resolution, is appended along with this Notice.

In compliance with the aforesaid provisions/regulations, the Company is providing only remote e-Voting facility to its members to enable them to cast their votes electronically and physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders. Shareholders are requested to communicate their assent or dissent through the remote e-Voting system only.

The Postal Ballot Notice is being sent only by electronic mode to those shareholder(s) who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants.

Members are requested to follow the procedure as stated under the instructions for casting votes by remote e-Voting which is enclosed.

The Company has engaged in the services of M/s. KFin Technologies Limited as its agency providing remote e-Voting facility to its members. Only members holding shares as on December 12, 2025 (the “Cut Off Date”) are

entitled to vote under the remote facility offered by the Company, and any other recipient of the Notice who has no voting rights as on cut-off date should treat the Notice for information purpose only.

The remote e-voting commences on December 17, 2025 at 09:00 A.M and ends on January 15, 2025 at 05:00 P.M (including both days). Once the vote is cast by the shareholder, the shareholder will not be able to change it subsequently.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on December 09, 2025 has appointed Ms. Shirin Bhatt (FCS No: 8273, COP No: 9150), proprietor of M/s Shirin Bhatt & Associates, Practicing Company Secretaries Firm Registration Number S2011DE162600) to act as the Scrutinizer (the “Scrutinizer”) for conducting the Postal Ballot (conducted through remote e-voting), in a fair and transparent manner. The result of voting by Postal Ballot shall be announced on or before 2 (two) working days from the conclusion of e-voting.

The Scrutinizer shall after the conclusion of voting through postal Ballot unblock the votes cast through remote e-voting and after completion of scrutiny of votes, the Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him. The results of the voting conducted through Postal Ballot along with the Scrutinizer Report will be announced within two working days of the conclusion of remote e-voting. The results of the Postal Ballot will be displayed on the Company’s website, i.e. www.epack.in, the website of KFin Technologies Limited, i.e. www.kfintech.com and also shall be communicated to BSE Limited (“BSE”) and NSE Listed where the equity shares of the Company are listed and be made available on their website. The resolutions, if approved by the requisite majority, shall be deemed to be passed on January 15, 2026 i.e., the last date specified for receipt of votes through the remote e-voting process.

PROPOSED RESOLUTION(S):

SPECIAL BUSINESS:

1. RATIFICATION OF THE EPACK PREFAB EMPLOYEE STOCK OPTION SCHEME 2024 (“ESOP SCHEME”)

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

RESOLVED THAT pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws (including any statutory modification(s) or re-enactment thereof), and in accordance with the Memorandum and Articles of Association of the Company, the EPACK Prefab Employee Stock Option Scheme 2024 (“ESOP Scheme”), as approved by the Members at the Extraordinary General Meeting held on December 18, 2024, the ratification of the ESOP Scheme as recommended by the Board of Directors of the Company and the Nomination and Remuneration Committee (NRC) be and is hereby approved and it is further noted that out of the total pool size of 16,91,464 (Sixteen Lacs Ninety One Thousand Four Hundred and Sixty) stock options, each convertible into one equity share of ₹2/- fully paid and ranking pari passu with the existing equity shares of the Company upon allotment,

certain stock options have already been granted and shall soon vest and the Board of Directors of the Company (including any Committee authorized by the Board including Nomination and Remuneration Committee) be and is hereby authorized to create, grant, offer, issue, reissue or transfer, in one or more tranches, the balance stock options, including by way of re-issuance of lapsed, surrendered or cancelled options under the Scheme, for the benefit of eligible employees of the Company in accordance with applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any one of the Director and/or the Chief Financial Officer and/or Company Secretary and Compliance Officer, be and are hereby severally authorized to take all necessary steps for implementation of the ESOP Scheme, including evolving, deciding upon, and bringing into effect the Scheme, and to modify, suspend, withdraw, or revive the Scheme from time to time, as may be required by any statutory authority or under applicable laws, provided that such changes are not detrimental to the interests of eligible employees.

RESOLVED FURTHER THAT the aforesaid authorized persons be empowered to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the Scheme, including taking all necessary steps for listing of the equity shares arising on exercise of options on the Stock Exchanges, and to settle any questions, difficulties or doubts that may arise in this regard, without requiring any further consent or approval of the members of the Company.”

2. RATIFICATION OF THE EXTENSION OF BENEFITS UNDER EPACK PREFAB EMPLOYEE STOCK OPTION SCHEME 2024 (“ESOP SCHEME”) TO THE EMPLOYEES OF SUBSIDIARY/ASSOCIATE COMPANIES

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws (including any statutory modification(s) or re-enactment thereof), and in accordance with the Memorandum and Articles of Association of the Company, and on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the approval of the shareholders be and is hereby accorded to extend the benefits of the EPACK Prefab Employee Stock Option Scheme 2024 (“ESOP Scheme”) to the employees of present and future subsidiaries (the “Subsidiaries”) and Associates (“Associates”) of the Company, as may be determined by the Board of Directors of the Company (including any Committee duly authorized by the Board including Nomination and Remuneration Committee).

RESOLVED FURTHER THAT all terms, conditions, powers, and authorisations as set out in the resolution approving and ratifying the ESOP Scheme for the employees of the Company, including those relating to administration, modification, and implementation, shall mutatis mutandis apply to the grant of options to the employees of the Subsidiaries and Associates of the Company.”

RESOLVED FURTHER THAT any one of the Director and/or the Chief Financial Officer and/or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

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

Sd/-

**Nikita Singh
Company Secretary and Compliance Officer
Membership. No F10246,**

Date: 09-12-2025
Place: Greater Noida

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“the Act”), SEBI Listing Regulations and SS-2, setting out the material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and General Circular No. 03/2025 dated 22th September, 2025, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024, SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 and SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024 issued by the Securities and Exchange Board of India (“SEBI”) (“the Circulars”), companies have an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
3. Dispatch of Postal Ballot Notice through electronic mode

In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with KFin Technologies Limited (“KFin”), Registrar and Share Transfer Agent (“RTA”) of the Company, National Securities Depository Limited (“NSDL”) and/ or Central Depository Services (India) Limited (“CDSL”) (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on **December 12, 2025**. As per the Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to KFin hereunder.

Members may note that the Notice will be available on the Company’s website <https://www.EPack.in/>, website of the Stock Exchanges i.e. BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Ltd. (“NSE”) at [https://www.nseindia.com/](http://www.nseindia.com/) and on the website of KFin at <https://evoting.kfintech.com>.

4. Registration of e-mail ID

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- Electronic mode can register their email ID by contacting their respective Depository Participant(s) (“DP”).
- Physical mode can register their email ID with the Company or KFin. Requests can be emailed to prefabcompliance@epack.in or einward.ris@kfintech.com or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updation has to be done through ISR Forms as prescribed by SEBI.

5. Members whose names appears in the Register of Members / List of Beneficial Owners as on the cut-off date only i.e., December 12, 2025 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
6. The result of the voting with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not, along with the scrutinizer's report shall be displayed for at least three days on the Notice Board of the company at its Registered Office and as well as Corporate Office.
7. Instructions for remote e-voting
 - i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ("remote e-voting") on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.
 - ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Wednesday, December 17, 2025 at 09:00 A.M	Thursday, January 15, 2026 AT 05:00 P.M





- iii. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
 - iv. During the above period, Members of the Company holding shares either in physical form or in dematerialized form, as on December 12, 2025 i.e., cut-off date, may cast their vote by remote e-voting.
 - v. Ms. Shirin Bhatt (FCS No: 8273, COP No: 9150), Practicing Company Secretary is appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
 - vi. The process and manner for remote e-voting is as under:
 - a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e- voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for

remote e-voting are given below.

- b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in remote e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- d. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to prefabcompliance@epack.in mentioning his/ her/ its name and Folio No/ DP ID and Client ID.
- e. The process and manner of remote e-voting is explained below:
 - i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - ii. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users: <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. Click on company name i.e. ‘XXXXXXXXXX’ or ESP i.e. KFin. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. Those not registered under IDeAS: <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL https://www.evoting.nsdl.com. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.

	<p>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on company name i.e XXXXXXXXXX or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</p> <p>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
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Type of	Login Method
Individual Members holding securities in demat mode with CDSL	<p>Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</p> <p>Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.</p> <p>Click on New System Myeasi.</p> <p>Login to Myeasi option under quick login.</p> <p>Login with the registered user ID and password.</p> <p>Members will be able to view the e-voting Menu.</p> <p>The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p> <p>User not registered for Easi/ Easiest Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering.</p> <p>Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>After successful registration, please follow the steps given in point no. 1 above to cast your vote.</p>

Type of	Login Method
Individual Members login through their demat accounts / website of DPs	<p>Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</p> <p>Once logged-in, Members will be able to view e-voting option.</p> <p>Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e- voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on “LOGIN”.
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and

a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘XXXXXXXX Limited’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

General Guidelines for Members:

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to cinward.ris@kfintech.com with the subject line “EPACK PREFAB TECHNOLOGIES LIMITED – POSTAL BALLOT 2025-26”.

2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section Of <https://evoting.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

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

Sd/-

Date: 09-12-2025
Place: Greater Noida

**Nikita Singh
Company Secretary and Compliance Officer
Mem. No F10246,**

EXPLANATORY STATEMENT

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

In respect of Item No 1 & 2

The Members of the Company are being informed that the ‘EPACK Employee Stock Option Scheme 2024’ (“**ESOP SCHEME**”) was originally approved by the Board at its meeting held on December 18, 2024 and approved by the Members by passing the special resolution at the Extra Ordinary General Meeting of the Company held on December 18, 2024.

Under Regulation 12(1) of SBEB Regulations, no company is permitted to make fresh grants that involve the allotment or transfer of shares to its employees under a stock option plan formulated prior to listing of its shares unless such a plan confirms with the SBEB Regulations and is ratified by its members post-listing. Accordingly, member approval is sought for ratification of the ESOP Scheme and the issuance of employee stock options (“**Options**”) to eligible participants as may be determined by the Board or NRC, in accordance with the ESOP Scheme.

The Company has completed its initial public offer (“**IPO**”) of its equity shares, and its shares were listed on the BSE Limited and the National Stock Exchange of India Limited on October 01, 2025. Consequently, the ESOP Scheme must be ratified by the Company’s members under Regulation 12(1) of the SBEB Regulations before any fresh grants can be made under ESOP Scheme.

Accordingly, the ESOP Scheme is presented for members ratification in compliance with Regulation 12(1) and other applicable provisions of the SBEB Regulations. The ESOP Scheme is in conformity with SBEB Regulations, and the Company has not granted any new options to employees following the IPO. Total number of options to be granted:-

Particulars	Number of Options
Total number of Options for which Members’ approval obtained (Pool) before IPO	16,91,464
Options granted before IPO	13,71,592
Options Lapsed	1,63,834
No. of Options granted after IPO	Nil
Options available for Grants	4,83,706

The salient features and other details of the ESOP Scheme as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, and Regulation 12(1) of the SBEB Regulations are given below:

a) Brief description of the ESOP SCHEME:

The ESOP SCHEME contemplates grant of employee stock options to the eligible employees and Directors of the Company and of present and future subsidiary and/or associate Company(ies), as may be determined in due compliance of extant law and provisions of ESOP SCHEME. After vesting of Options, the option grantee earns a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee, which the Board has constituted or will constitute to exercise its powers, including the powers, conferred by this resolution) shall administer the ESOP SCHEME until the equity shares of the Company are listed on any recognised stock exchange, following which the nomination and remuneration committee of the Company (the “**Committee**”) shall administer and superintend the ESOP SCHEME. All questions of interpretation of the ESOP SCHEME shall be determined by the Board or the Committee, as applicable, and such determination shall be final and binding upon all persons having an interest in the ESOP SCHEME.

b) Total number of options to be granted:

A total of 16,91,464 (Sixteen Lakh Sixty Ninety One Thousand Four Hundred Sixty Four) options would be available for being granted to eligible employees under ESOP SCHEME. Each option when exercised would be converted into one equity share of ₹2 each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees/ Directors or otherwise, would be added back to the number of options that are pending to be granted and would be available for being re-granted at a future date.

The Board is authorized to re-grant such lapsed / cancelled options as per ESOP SCHEME.

In case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of options/ equity shares stated above shall be deemed to increase to the extent of such additional equity shares issued.

c) Identification of classes of employees entitled to participate in the ESOP SCHEME:

All employees (hereinafter referred to as “**Employees**”) of the Company shall be eligible subject to determination or selection by the Board / Committee. Following classes of Employees are eligible being:

- (a) an employee as designated by the Company who is exclusively working in India or out of India; or,
- (b) a director of the Company, whether a whole time Director or not, including a non executive Director who is not a Promoter or a member of the Promoter Group, but excluding an Independent Director, or
- (c) an employee as defined in sub-Clause (a) and (b) above of a group company including subsidiary or associate of the Company, in India or outside India, or of a holding company of the Company, but does not include:
 - (i) an employee who is a Promoter or a person belonging to the Promoter Group; or

- (ii) a director who either himself or through his Relative or through any body corporate, directly or indirectly, holds more than Ten percent of the outstanding equity Shares of the Company; or
- d) Appraisal Process for determining the eligibility of the employees to employee stock options:**
 The process for determining the eligibility of the employees will be based on number of years of service of the Employee, grade/ level of the Employee or criticality of role/position, past-track record/present performance or future potential of the Employee, any other criteria as may be decided by the Board from time to time.
- e) Requirements of vesting and period of vesting:**
 The options granted shall vest so long as the employee continues to be in the employment of the Company, as the case may be. There shall be a minimum vesting period of one year. Subject to terms of the ESOP Scheme, unvested options shall vest over a period of 4 years from the date of grant as per the below schedule:
- | Time period | Options to be vested |
|--|----------------------------|
| At the end of 1 year from the date of Grant | 25% of the Options granted |
| At the end of 2 years from the date of Grant | 25% of the Options granted |
| At the end of 3 years from the date of Grant | 25% of the Options granted |
| At the end of 4 years from the date of Grant | 25% of the Options granted |
- f) The maximum period within which the options shall be vested:**
 Subject to terms of the ESOP Scheme, unvested options shall vest over a period of 4 years from the date of grant.
- g) Exercise price or pricing formula:**
 Exercise Price shall be determined by the Committee as on date of Grant which shall be (a) if the Shares of the Company are listed on any recognized stock exchange(s) in India, the latest available closing price of the Share prior to such date, (b) if the shares are listed on more than one recognized stock exchange(s) in India, the latest available closing price of the share prior to such date on the stock exchange(s) where there is highest trading volumes on the said date and (c) if shares are not listed, the value calculated in accordance with Indian Accounting Standards (Ind AS) and valuation principles as may be applicable in India and shall be determined by the Board/Committee on the basis of the valuation report submitted by an independent external valuer of repute on the latest financial statements not older than 6 months prior to the date of determination. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with the applicable rules and Regulations including Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as may be applicable.
- h) Exercise Period and the process of exercise:**

Subject to terms of the ESOP Scheme, in case of continuation of employment, the exercise period in respect of a vested option shall be a period of 4 (four) years from the date of final vesting of Options, unless the Board or Committee, as applicable, decides otherwise.

In case of cessation of employment due any reason, shorter exercise periods have been respectively prescribed in the ESOP SCHEME.

The vested options will be exercisable by the employees by a written application to the Company as may be prescribed to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board from time to time. The options will lapse if not exercised within the specified exercise period.

i) Lock-in period:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period restriction except such restrictions particularly after listing of shares of the Company as may be prescribed under applicable laws including that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and code of conduct framed, if any, by the Company after listing under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

j) Maximum number of options to be issued per employee and in aggregate:

Number of options that may be granted to an employee under the ESOP SCHEME shall vary depending upon the designation and the appraisal/assessment process, however, shall not exceed 1% of issued share capital (excluding outstanding warrants and conversions) of the Company in any year per eligible Employee under ESOP SCHEME.

k) Maximum quantum of benefits to be provided per employee under a scheme(s); Number of options that may be granted to an employee under the ESOP SCHEME shall vary depending upon the designation and the appraisal/assessment process, however, shall not exceed 1% of issued share capital (excluding outstanding warrants and conversions) of the Company in any year per eligible Employee under ESOP SCHEME

l) Method of option valuation:

The Company shall adopt fair value method for valuation of options as prescribed under IND AS 102 or under any relevant accounting standard notified by appropriate authorities and applicable laws as amended from time to time. In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employees compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors' Report

m) Accounting and Disclosure Policies:

The Company shall follow the relevant Indian Accounting Standards (Ind AS) including any relevant guidance note issued in that regard from time to time, prescribed from time to time, including the disclosure requirements.

n) The conditions under which option vested in employees may lapse:

The vested options shall lapse in accordance with the ESOP SCHEME including in case of termination of employment due to misconduct or due to breach of Company policies or the terms

of employment. Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse. Options may also lapse if an Employee (a) carries on or engages in, directly or indirectly, whether through partnership or as a shareholder, joint venture partner, collaborator, consultant or agent or in any other manner whatsoever, whether for profit or otherwise, any business which competes directly or indirectly with the whole or any part of the business carried on by the Company or any activity related to the business carried on by the Company; or (b) is a Bad Leaver in terms of the ESOP SCHEME; or (c) is a Good Leaver in terms of the ESOP SCHEME but: (A) he/she is in breach of his/her employment contract or Company's policies; or (B) he/she has subsequently become or been recharacterised as a Bad Leaver in terms of the ESOP SCHEME.

o) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

In case of termination of employment of an Employee due to being categorised as Bad Leaver as per ESOP SCHEME, all the vested options shall lapse and cannot be exercised. In case of resignation or termination of an Employee categorised as Good Leaver as per ESOP SCHEME), the vested options can be exercised by the employee within 60 days from the last working day of the concerned employee.

p) Whether the scheme(s) is to be implemented and administered directly by the company or through a trust / Route of administration of ESOP SCHEME:

The Board shall administer the ESOP SCHEME until the equity shares of the Company are listed on any recognised stock exchange, following which the Committee shall administer and superintend the ESOP SCHEME.

q) Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both / Source of acquisition of shares under the ESOP SCHEME:

The ESOP SCHEME contemplates issue of fresh/ primary shares by the Company.

r) Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the present ESOP SCHEME.

s) Maximum percentage of secondary acquisition:

This is not relevant under the present ESOP SCHEME.

t) Disclosure and Accounting Policies:

The Company shall comply with the disclosure and the accounting policies prescribed as per prevailing Accounting guidelines and upon listing of securities of the Company, the Company shall comply with the accounting policies and disclosure requirements as prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

u) Terms and conditions for buy back:

The Board or the Committee, as applicable, shall determine the procedure for buy-back of Options Granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions including the permissible sources of financing for buy-back, any minimum financial thresholds to be maintained by the Company as per its last financial statements and the limits upon quantum of specified securities that the Company may buy-back in a financial year. For

the purpose of this clause specified securities shall have the meaning ascribed to it under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

The ESOP Scheme is available on the website of the Company at <https://EPackprefab.com/investor-relations/investor-information/>

The Board of Directors recommends the resolution as set out in **Item No. 1 & 2** of the accompanying Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel, along with their relatives, are concerned or interested, financially or otherwise, except to the extent of the Options that have been or may be granted under the ESOP Scheme and their respective shareholding in the Company, if any.

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

Sd/-

Date: 09-12-2025
Place: Greater Noida

Nikita Singh
Company Secretary and Compliance Officer
Mem. No F10246,