CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF YOGIRAJ POWERTECH LIMITED HELD ON THURSDAY, OCTOBER 29, 2026, AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT GROMA HOUSE, OFFICE NOS. B-2/8/9/10, PLOT NO. 14C, SECTOR 19, VASHI, NAVI MUMBAI, MAHARASHTRA, INDIA – 400705.

TO APPROVE THE INITIAL PUBLIC OFFERING (IPO):

"RESOLVED THAT, in supersession of the earlier resolution dated November 15, 2025 and pursuant to the provisions of Sections 23(1)(a) and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or reenactment thereof, for the time being in force) ("Companies Act, 2013") and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended from time to time ("SCRA"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed ("Listing Agreements"), the Foreign Exchange Management Act, 1999 ("FEMA") as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Securities and Exchange Board of India ("SEBI") or any other competent authority (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities including but not limited to the Department of Industrial Policy and Promotion, Government of India ("DIPP"), the SEBI, the Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), the jurisdictional Registrar of Companies ("ROC"), the stock exchange(s) and such other approvals, permissions and sanctions, as may be necessary, including any consent or approval under any contract or agreement 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 and subject to the approval of members of the Company, the consent of Board of Directors ("Board") of the Company be and is hereby accorded for an initial public offering of the equity shares of the Company, and the Board be and is hereby authorized to create, offer, issue, and allot up to 65,10,400 (Sixty Five Lakhs Ten Thousand Four Hundred) fully paid-up Equity shares of the face value of ₹10/- (Rupees Ten Only), at an Issue Price of ₹ 81.00/- (Rupees Eighty-one Only) per equity share including a premium of ₹ 71.00/- (Rupees Seventy-one Only) per equity share, aggregating to ₹52,73,42,400/- (Rupees Fifty-two crore Seventy-three lakh Forty-two Thousand Four hundred Only) ("Fresh Issue"), in fixed price mechanism, out of the authorised share capital of the Company, and at its discretion, such number of additional Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares as board may deem fit offer to the public may be issued and allotted, as may be required for the purposes of rounding off), to such person or persons, who may of may not be the members of the Company and as the Board may, at its sole discretion, decide

in consultation with the Lead Manager(s) ("LM") so appointed, including but not limited to individual investor who applies for minimum application size, resident investors, eligible Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, qualified institutional buyers, eligible employees of the company, body corporates, and such other persons in one or more combinations thereof, and/or any other categories of investors, which may include, reservation of a certain number of Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), in the manner and on such terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LM and as permitted under applicable laws **("Initial Public Offer" or "IPO"),** and the decision to determine the category or categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the LM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchanges as may be decided by the Board from time to time.

RESOLVED FURTHER THAT all monies received out of the Initial Public Offer shall be transferred to a separate bank account opened for the purpose of Initial Public Offer, referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Initial Public 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.

RESOLVED FURTHER THAT the Board be and is hereby instructed to proceed with the Initial Public Offer as stated in the foregoing resolution in accordance with Chapter IX of SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares so allotted under the Fresh Issue (including any reservation) shall be subject to the Memorandum of Association and the Articles of Association of the Company, as applicable 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 in terms of Regulation 244(8) of the SEBI ICDR Regulations, Company Secretary of the Company be and is hereby appointed as the Compliance Officer for the purpose of this Initial Public Offer, to perform such roles, responsibilities and functions as enunciated in the SEBI ICDR Regulations and further directed to by the Board of Directors of the Company or any of its committee(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the LM or Designated Stock Exchange or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure, without being required to seek any further consent or approval of the Members of the Company 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.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of Equity Shares pursuant to the Initial Public Offer, the Board or any duly constituted committee thereof, be and

is hereby authorised on behalf of the company to seek listing of such Shares on one or more stock exchanges in India including SME platform;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and allotment of Equity Shares pursuant to the Initial Public Offer, the Board, or any duly authorised committee thereof, do all such acts, deeds, matters and things 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 LM, 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 IPO and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the IPO, allotment of the Equity Shares, and utilization of the Issue proceeds, if applicable and such other activities as may be necessary in relation to the IPO 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 IPO, and that all or any of the powers conferred on the Board pursuant to these resolutions may be exercised by the Board or such duly authorised committee thereof as the Board may constitute in its behalf, without being required to seek 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;

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the IPO and to delegate all or any of the powers herein conferred in such manner as it may deem fit, to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the IPO; 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 any of the Directors and/or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

For **YOGIRAJ POWERTECH LIMITED**

Ravindra Ganesh Nene
Managing Director
DIN:02943608

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF YOGIRAJ POWERTECH LIMITED HELD ON THURSDAY, OCTOBER 29, 2026 AT 05:00 P.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT GROMA HOUSE, OFFICE NO. B-2/8/9/10, PLOT NO. 14C, SEC-19, VASHI, NAVI MUMBAI, MAHARASHTRA, INDIA, 400705

TO APPROVE THE INITIAL PUBLIC OFFERING (IPO)

"RESOLVED THAT, in supersession of the earlier resolution dated November 15, 2025, pursuant to the provisions of Sections 23(1)(a), 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or reenactment thereof, for the time being in force) ("Companies Act, 2013") and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended from time to time ("SCRA"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed ("Listing Agreements"), the Foreign Exchange Management Act, 1999 ("FEMA") as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Securities and Exchange Board of India ("SEBI") or any other competent authority (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities including but not limited to the Department of Industrial Policy and Promotion, Government of India ("DIPP"), the SEBI, the Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), the jurisdictional Registrar of Companies ("ROC"), the stock exchange(s) and such other approvals, permissions and sanctions, as may be necessary, including any consent or approval under any contract or agreement 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 of Members of the Company be and is hereby accorded for an initial public offering of the equity shares of the Company, and the Board of Directors of the Company ("Board") be and is hereby authorized to create, offer, issue, and allot up to 65,10,400 (Sixty Five Lakhs Ten Thousand Four Hundred) fully paid-up Equity shares of the face value of ₹10/- (Rupees Ten Only), at an Issue Price ₹ 81.00/- (Rupees Eighty-One Only) per equity share including a premium of ₹ 71.00/- (Rupees Seventy-One Only) per equity share, aggregating to ₹ 52,73,42,400/- (Rupees Fifty-Two Crore Seventy-Three Lakh Forty-Two Thousand Four Hundred Only) ("Fresh Issue"), in fixed price mechanism, out of the authorised share capital of the Company, and at its discretion, such number of additional Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares as board may deem fit offer to the public may be issued and allotted, as may be required for the purposes of rounding off), to such person or persons, who may or may not be the members of the Company and as the Board may, at its sole discretion, decide in consultation with the

Lead Manager(s) ("LM") so appointed, including but not limited to individual investor who applies for minimum application size, resident investors, eligible Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, qualified institutional buyers, eligible employees of the company, body corporates, and such other persons in one or more combinations thereof, and/ or any other categories of investors, which may include, reservation of a certain number of Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), in the manner and on such terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LM and as permitted under applicable laws **("Initial Public Offer" or "IPO"),** and the decision to determine the category or categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the LM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchanges as may be decided by the Board from time to time.

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

RESOLVED FURTHER THAT the Board be and is hereby instructed to proceed with the Initial Public Offer as stated in the foregoing resolution in accordance with Chapter IX of SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares so allotted under the Fresh Issue (including any reservation) shall be subject to the Memorandum of Association and the Articles of Association of the Company, as applicable 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 in terms of Regulation 244(8) of the SEBI ICDR Regulations, Company Secretary of the Company be and is hereby appointed as the Compliance Officer for the purpose of this Initial Public Offer, to perform such roles, responsibilities and functions as enunciated in the SEBI ICDR Regulations and further directed to by the Board of Directors of the Company or any of its committee(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the LM or Designated Stock Exchange or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure, without being required to seek any further consent or approval of the Members of the Company 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.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue and allotment of Equity Shares pursuant to the Initial Public Offer, the Board or any duly constituted committee thereof,

be and is hereby authorised on behalf of the company to seek listing of such Shares on one or more stock exchanges in India including SME platform;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and allotment of Equity Shares pursuant to the Initial Public Offer, the Board, or any duly authorised committee thereof, do all such acts, deeds, matters and things 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 LM, 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 IPO and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the IPO, allotment of the Equity Shares, and utilization of the Issue proceeds, if applicable and such other activities as may be necessary in relation to the IPO 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 IPO, and that all or any of the powers conferred on the Board pursuant to these resolutions may be exercised by the Board or such duly authorised committee thereof as the Board may constitute in its behalf, without being required to seek 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;

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the IPO and to delegate all or any of the powers herein conferred in such manner as it may deem fit, to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the IPO; 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 any of the Directors and/or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

For **YOGIRAJ POWERTECH LIMITED**

Ravindra Ganesh Nene
Managing Director
DIN:02943608

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 01:

The company proposes to raise funds by creating, offering, issuing, and allotting up to 65,10,400 (Sixty Five Lakhs Ten Thousand Four Hundred) fully paid-up Equity shares of the face value of ₹10/- (Rupees Ten Only), at an Issue Price of ₹81.00/- (Rupees Eighty One Only) per equity share including a premium of ₹71.00/- (Rupees Seventy Only) per equity share, aggregating to 52,73,42,400/- (Rupees Fifty-Two Crore Seventy-Three Lakh Forty-Two Thousand Four Hundred Only) ("Fresh Issue"), in fixed price mechanism by way of a fresh issuance of Equity Shares, out of the authorised share capital of the Company in accordance with the applicable laws, including but not limited to the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of capital and disclosure requirements Regulations, 2018) as amended ("ICDR").

The object of the issue is to achieve the benefit of listing the equity shares of the company on the stock exchange. The listing of the Equity shares will enhance the company's Brand name and provide liquidity to the existing shareholders. The resources raised through the issue may facilitate company's Requirements for meeting the Working Capital requirements, Issue Expenses, General corporate expenses and to meet any exigencies including pursuing new opportunities, etc.

The Board of Directors of the Company believes that the issue of securities to investors whether existing shareholders or not, is in the interest of the Company and therefore recommends the resolution for your approval by way of special resolution.

Attention of the members is drawn to the provisions pertaining to Lock-in and Restrictions on Transferability as stipulated in Part IV of Chapter IX of SEBI (ICDR) Regulations, 2018 ("ICDR"), pursuant to which the equity shares of the Company existing before the initial public offer shall be locked-in for:

a) a period of three years from the date of commencement of commercial production or the date of allotment in the initial public offer, whichever is later, for the minimum promoters' contribution i.e., at least 20% of the post initial public offer ("IPO") shares held by the promoters of the Company, as defined in ICDR;

b) a period of two years from the date of allotment in the initial public offer, for the 50% of promoters' holding in excess of minimum promoters' contribution;

c) a period of one year from the date of allotment in the initial public offer for the remaining 50% of promoters' holding in excess of minimum promoters' contribution;

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d) a period of one year from the date of allotment in the initial public offer, for all the shares held by persons other than the promoters.

Please note that the above time period is subject to changes in line with any amendment(s) in the ICDR. Furthermore, the lock-in period may increase subject to any encumbrance or any other law for the time being in force

Except to the extent of their directorship, employment, shareholding and remunerations, no Director, Key Managerial Personnel and their relatives respectively are interested in the foregoing resolution.

For **YOGIRAJ POWERTECH LIMITED**

Ravindra Ganesh Nene
Managing Director
DIN:02943608