

YASHHTEJ INDUSTRIES (INDIA) LIMITED

Add: Plot No. D-73/1, Additional MIDC, Latur 413512

Email Id: vaibhavindustries78@gmail.com CIN: U74999MH2018PLC310828

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF YASHHTEJ INDUSTRIES (INDIA) LIMITED HELD ON FRIDAY, 29TH AUGUST, 2025 AT 11:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. D-73/1, ADDITIONAL MIDC, LATUR, 413512.

LISTING OF EQUITY SHARES OF THE COMPANY THROUGH INITIAL PUBLIC OFFERING:

"RESOLVED THAT in supersession to the previous resolution and pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re- enactment thereof, for the time being in force) ("**Companies Act, 2013**") and the rules made thereunder, the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed ("**Companies Act, 1956**"), the Securities Contracts (Regulation) Act, 1956, as amended from time to time ("**SCRA**"), and the rules framed thereunder, the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 and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities including 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 Registrar of Companies ("**RoC**") the relevant stock exchanges including their SME Platform 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, the consent of members of the Company in the general meeting 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 (hereinafter referred to as "**Board**" and which term shall include such Committee of Directors constituted for the said purpose) be and is hereby authorized to create, offer, issue and allot upto **1,00,00,000** Equity shares of face value Rs. 10/- each at a price as may be determined by the Board at its sole discretion in pursuance of the Fixed Price mechanism (in accordance with SEBI ICDR Regulations) ("**Fresh Issue**") in consultation with the Lead Manager ("**LM**") so appointed, by way of public issuing ("**the issue**"), including any issue and allotment of Equity shares to any other persons pursuant to any pre-issue placement (if any) at such price as deem fit by Board ("**Issue Price**"), out of the authorized share capital of the Company and at its discretion, at such time and at such manner as may be discovered in accordance with the applicable laws, including without limitation the SEBI ICDR Regulations of such number of Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares as the Board may deem fit offer to the public may be issued and allotted and / or transferred, as the case may be, 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 LM so appointed, including resident investors, eligible Indian and/or multilateral financial institutions, mutual funds, non- resident Indians, qualified institutional buyers, eligible employees of the Company, retail investors, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, and such other persons in one or more combinations thereof, and/ or any other categories of investors which shall 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



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shareholders (the "Reservation"), the price including the premium to be determined, in one or more tranches and in the manner, and on the terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LM, whether the price at which the Shares are to be issued, at par or at premium and whether for cash or other consideration, including discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer 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 such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion may think most beneficial to the Company including offering or placing them with Banks / Financial Institutions / Investment Institutions / Mutual Funds / Foreign Institutional Investors / Bodies Corporate / such other persons or otherwise as the Board may in its absolute discretion decide, subject to SEBI ICDR Regulations and other regulations, as applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and execute the Offer Document, Form of Application, appointment of Lead Manager(s), Registrar to the issue, Share Transfer Agent, Bankers to the issue, Depository Participant, custodians, Legal Advisors to the issue, and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out / settle any question arising out of or in relation to the proposed issue, enter into stand-by-arrangement with Brokers / Bankers / Merchant Bankers for the whole or the part of the issue and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities, and do all such acts, deeds and things as it may, in its absolute discretion, deem necessary and settle any or all matters arising with respect to the issue, allotment and utilization of the proceeds of the issue of equity shares and further do all such acts, deeds and things and finalize and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed IPO, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard

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.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares including the number of Shares that may be offered and proportion thereof, timing for issuance of such Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may in its absolute discretion deem fit 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.



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RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Shares on one or more stock exchanges in India including SME platform.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee or any one of the directors or Chief Financial Officer of the Company.

RESOLVED FURTHER THAT the Equity Shares to be issued by the company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any Directors or key managerial personnel of the Company be and are hereby singly or jointly authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable including the appointment of Bankers to the Issue, Registered Market Maker and any other professional and to sign and execute all necessary documents, applications, agreements and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

RESOLVED FURTHER THAT the certified copies of this resolution be provided to those concerned under the hands of any one of the directors of the Company wherever required."

//Certified True Copy//

For YASHHTEJ INDUSTRIES (INDIA) LIMITED



SURAJ SHIVRAJ BARGE

Managing Director

DIN: 03161804

Date: 29/08/2025

Place: Latur



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

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out the matter in relation to the Special Business mentioned in the accompanying notice:

LISTING OF EQUITY SHARES OF THE COMPANY THROUGH INITIAL PUBLIC OFFERING:

The Company intends to list its equity shares (Equity Shares) on one or more stock exchanges to enable shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the Equity Shares of the Company ("**Issue /IPO/offer**"). The Company intends to undertake the Issue and the Lead Managers and other advisors in relation to the Issue and subject to applicable regulatory approvals.

The proposed offering ("**Offer**") shall include a fresh issue of the Equity Shares by the Company.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended, the approval of the members of the Company is required through a special resolution.

Your Directors recommend the proposed resolution for your approval.

Material information pertaining to the IPO is as follows:

(i) Issue Price:

The Issue Price at which the Equity Shares will be offered in IPO shall be determined and finalized by the Company in consultation with the LM. The price at which the Equity Shares will be allotted in the IPO will be based on the fixed price as may be determined in accordance with the SEBI ICDR Regulations, on the basis of the fixed price issue.

(ii) The object(s) of the Issue are:

The proceeds of the Fresh Issue are to be utilized for the purposes that shall be disclosed in the Draft Prospectus/ Prospectus to be filed with the recognized Stock Exchanges, Securities Exchange Board of India ("**SEBI**") and the Registrar of Companies, Mumbai, Maharashtra such other authority, as may be required under the relevant law in connection with the Issue. The Board or any committee thereof has the authority to modify the above objects on the basis of the requirements of the Company.

(iii) Intention of Promoters/ Directors/ Key managerial personnel to subscribe to the issue:

The Company has not made and will not make an issue of equity shares to any of the promoters, promoter group, directors or key managerial personnel. However, the directors (other than directors who are also promoters or a part of the promoter group) or the key managerial personnel may apply for the equity shares in the various categories under an Issue in accordance with the SEBI ICDR Regulations.

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

No change in control of the Company or its management is intended or expected pursuant to the Issue. 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, 2013, SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Issue, 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 in the proposed resolution to the extent shares may be subscribed for and allotted in their names.

The Equity shares are proposed to be listed on the SME Platform of BSE Ltd as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with the Stock Exchange.



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In view of the above and in terms of Section 23 and 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.

In view of the above, approval of the shareholders of the Company is sought to issue Equity shares under Section 23 and 62(1)(c) and other applicable provisions of the Companies Act and the rules and regulations made thereunder, each as amended.

The Board of Directors recommends this resolution of the accompanying Notice for your approval as **Special Resolution**.

//Certified True Copy//

For YASHHTEJ INDUSTRIES (INDIA) LIMITED



SURAJ SHIVRAJ BARGE

Managing Director

DIN: 03161804

Date: 29/08/2025

Place: Latur

