

EXPANDING HORIZONS

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE BOARD MEETING OF NEPTUNE LOGITEK LIMITED HELD ON WEDNESDAY, 21ST MAY, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BBZ-N-62/A, WARD 12/A, GANDHIDHAM, KACHCHH, GANDHIDHAM, GUJARAT, INDIA, 370201 AT 11:00 A.M.

AUTHORISATION FOR ISSUE OF SHARES THROUGH PUBLIC ISSUE

“RESOLVED THAT pursuant to the provisions of Section 23, 26, 28, 32, 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 and regulations made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended (**“SCRA”**), and the rules and regulations framed thereunder including the Securities Contracts (Regulation) Rules, 1957 (**“SCRR”**) and the SECC Regulations, 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 (**“Listing Regulations”**), the Foreign Exchange Management Act, 1999, as amended (**“FEMA”**) and the rules and regulations made thereunder 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, the Reserve Bank of India (**“RBI”**), 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 and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include duly constituted committee of the Board), subject to the consent of the shareholders of the Company, the consent of the Board do hereby approve to create, offer, issue, allot and/or transfer upto **40,00,000 (Forty Lakhs Only)** number of Equity Share (The **“fresh issue”**) through the Fixed price route, at the price decided by Board of Director in consultation with the Lead Managers, out of the authorized share capital of the Company (**“Fresh Issue”**) and any issue and allotment of Equity Shares to any other person(s) pursuant to any pre-Issue placement (if any) (hereinafter collectively referred as **“Issue”**) at such price as decided by Company in consultation with the Lead Managers (**“Issue Price”**).

RESOLVED FURTHER THAT subject to such regulatory approvals as may be required, the Issue shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI ICDR Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company, other persons or entities, as may be permissible under applicable law, including reservation for any permissible persons or categories of investors, for cash at a price as finalized by the Board in consultation with the Lead Managers, in accordance with the provisions of the SEBI ICDR Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, 2013, SCRA, SCRR, FEMA and other applicable law.

RESOLVED FURTHER THAT any of the Executive Director, Chief Financial Officer, Company Secretary and Compliance Officer, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things and execute all such other documents, etc. as they may deem fit in its absolute discretion, and settle any question, difficulty, or doubt that may arise with regard thereto or in relation to Issue.

RESOLVED FURTHER THAT the Board be and is hereby authorised to 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 Issue and the listing of the Equity Shares pursuant to the Issue, in the best interests of the Company, including determination of the timing, size and price in relation to the Issue in consultation with the Lead Managers to the Issue and approve and appoint intermediaries, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, issue, allotment and utilization of the Issue proceeds, if applicable and such other activities as may be necessary in relation to the Issue, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board.

RESOLVED FURTHER THAT the Equity Shares allotted pursuant to the Issue as aforesaid shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Issue as aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares in all respects, including rights in respect of dividend.

RESOLVED FURTHER THAT over subscription to the extent of 1% of the Issue shall be retained for the purpose of rounding off while finalizing the basis of allotment in relation to the Issue.

RESOLVED FURTHER THAT all monies received out of the Issue shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013; and if the application monies received pursuant to the Issue are not refunded within such time, as specified by SEBI and in accordance with applicable law, the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law.

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 authorized to execute and deliver any and all other documents, papers or instruments 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 Issue; 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 Executive Director, Chief Financial Officer, Compliance Officer and the Company Secretary be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities.

//CERTIFIED TO BE TRUE//

For, NEPTUNE LOGITEK LIMITED
For NEPTUNE LOGITEK LIMITED

Ankit Shah

DIRECTOR

ANKIT DEVIDAS SHAH

MANAGING DIRECTOR

DIN:05207001

DATE: MAY 21, 2025

PLACE: GANDHIDHAM