

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS OF NEPTUNE LOGITEK LIMITED AT THE EXTRA-ORDINARY GENERAL MEETING 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 12.00 P.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), consent of the shareholders be and is hereby granted for an initial public offering of Equity Shares and the Board be and is hereby authorized 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 Manager, 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 in accordance with the provisions of Sections 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, including the rules framed there under and subject to such further corporate and other approvals as may be required, the Board be and is hereby authorized, to allot such number of equity shares as may be decided by it, to certain investors prior to the filing of the Prospectus with SEBI (“**Pre-IPO Placement**”), at such price at the Board may, in consultation with the LMs, determine in light of the then prevailing market conditions in accordance with the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, and do all such other acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any Private Placement offer letters, placement agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the

foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of the consummation of the Pre-IPO Placement, the size of the IPO would be reduced to the extent of equity shares issued under the Pre-IPO Placement.

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 and the Selling Shareholders 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, the 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 the Issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things and negotiate, finalize 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, without requiring any further approval of the members 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 and/or transferred 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 authorized 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

The Explanatory Statement as required under Section 102 of the Companies Act, 2013

The Company intends to list its Equity Shares on one or more Stock Exchanges to enable the 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 (the "Issue") Neptune Logitek Limited. The Company intends to undertake the Issue and list its equity Shares in the Issue and list its equity shares at an opportune time in consultation with the Lead Managers and other advisor and subject to applicable regulatory approvals.

In order to further meet the funding requirements, which mainly relates to funding the working capital requirements of the Company so as to facilitate growth, the Board of Directors of your Company propose to make a Public Issue of equity shares aggregating **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 Manager, 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 deem fit by the Company ("Issue Price") in consultation with Merchant Banker(s) and by following the procedures stated in the provisions of Section 23, 26, 28, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof) and the Rules framed thereunder, the provisions of Securities Contracts Regulations Act, 1956 and the Rules framed thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The shares would be eligible for being listed on recognized Stock Exchange in India. 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 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBIICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments. The details regarding number of shares to be issued / issue price shall be decided in consultation of Lead Managers.

The Board of your Company recommends these resolutions for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special Resolution except to the extent of their shareholding.

//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