EMIAC TECHNOLOGIES LIMITED
(Formerly known as Emiac Technologies Private Limited)
Office: Plot No. 102, Maa Karni Nagar, Amrapali Marg, Vaishali Nagar Extension, Panchyawala, Jaipur - 302034
India: +91 911 93 911 91
USA: +1 (650) 392-2238
E-mail: care@emiactech.com
Website: www.emiactech.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT 9TH ANNUAL GENERAL MEETING OF MEMBERS OF M/S EMIAC TECHNOLOGIES LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 102, MAA KARNI NAGAR, AMRAPALI MARG, VAISHALI NAGAR EXTENSION, PANCHYAWALA, JAIPUR, RAJASTHAN, INDIA - 302034 ON WEDNESDAY, SEPTEMBER 24, 2025 AT 11:00 A.M.

TO APPROVE THE PUBLIC ISSUE OF THE COMPANY ON SME PLATFORM

"**RESOLVED THAT** pursuant to the provision of Section 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) (the "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made thereunder, the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed (the "Companies Act, 1956") the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (SEBI ICDR Regulations"), the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended (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 (the '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 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 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"), and the Members of the Company be and is hereby authorized to create, offer, issue and allot Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company (the "Equity Shares") up to an aggregate of Rs. 50.00 Crores (Rupees Fifty crore only) by way of Issuance of Equity Shares, out of the Authorized share capital of the Company ("Fresh Issue") through fresh issue or offer for sale or both, through fixed price or Book Building Issue as the case may be in consideration with Book Running Lead Managers, including any issue and allotment of Equity Shares to any person(s) pursuant to any pre – Issue placement (if any) (Fresh Issue, hereinafter referred as "Issue") at such price as deem fit by Board ("Issue Price").

FURTHER RESOLVED 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 Book Running Lead Manager(s) / Merchant Banker(s), 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."

FURTHER RESOLVED THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by the GOI, RBI, SEBI and Stock Exchange(s) where the shares of the Company are listed or such other appropriate authorities at the time of accordingly granting their approvals, consents, permissions and sanctions to Issue, allotment and listing thereof and as agreed to by the Board and no further approval in this regard would be required from the shareholders of the Company."

FURTHER RESOLVED THAT such of these shares / securities as are not subscribed may be disposed of by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law and that the Board be and is hereby authorized to delegate all or any of the powers herein conferred to it."

FURTHER RESOLVED THAT for the purposes of giving effect to these resolutions, the Board hereby severally authorizes **Ms. Divya Gandotra, (DIN: 07674807) Managing Director of the Company** to appoint Book Running Lead Manager to the Issue, Registrar to the Issue, Bankers to the Issue, Depository Participant, Custodians, Legal Advisors and such other intermediaries 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 also to do all acts, deeds, matters and things of whatever nature and to give such directions as may be considered necessary or desirable."

FURTHER RESOLVED THAT for the purpose of giving effect to any transfer of Equity Shares, the Board or any Committee thereof be and is hereby authorized to determine the terms of the Issue including the class of investors to whom the securities are to be allotted, issue price, including discount(s) if any permitted under applicable law, listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable, 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 Fresh 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 and to accept and to give effect to such modifications, changes, variations, alterations, deletions, 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."

FURTHER RESOLVED THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized (without being required to seek any further consent or approval of the members of the Company or otherwise) to make such modification(s) in the aforesaid resolution as it may in its discretion consider necessary, expedient or desirable in the interest of the Company including change in the price/ amount/ size of the Issue etc., as may be considered necessary and/or expedient to settle any question or difficulty that may arise in connection therewith in the manner it may consider fit and appropriate."

FURTHER RESOLVED THAT the Board may, in the Issue made in furtherance to the aforesaid resolution, make reservation out of the Issue to such category(ies) of persons as permitted under the SEBI ICDR Regulations, including but not limited to permanent employees of the Company, up to a maximum limit as permitted in terms of the SEBI (ICDR) Regulations."

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

FURTHER RESOLVED 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."

FURTHER RESOLVED THAT over subscription to the extent of 10% of the Fresh Issue shall be retained for the purpose of rounding off while finalizing the basis of allotment in relation to the Issue."

FURTHER RESOLVED 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

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and in accordance with applicable law, the Company shall pay interest on failure thereof, as per applicable law."

FURTHER RESOLVED THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not transferred in the Issue may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign institutional investors / foreign portfolio investors / bodies corporate / such other persons or otherwise."

FURTHER RESOLVED 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."

FURTHER RESOLVED THAT any Director(s) of the Company be and is hereby authorized to file necessary form with the Registrar of Companies, Jaipur and to do all such acts, deeds and things as may be required to give effect to this resolution."

Certified True Copy
For EMIAC TECHNOLOGIES LIMITED
For EMIAC Technologies Limited

Director

MS. DIVYA GANDOTRA
DIRECTOR
DIN: 07674807

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CIN: U72200RJ2017PLC056862

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

The Company proposes to undertake an Initial Public Offer (IPO) / Public Issue of its Equity Shares and to get its Equity Shares listed on the SME Platform of a recognized Stock Exchange.

In order to augment the capital base of the Company and to meet future business requirements, working capital needs, general corporate purposes and to achieve the benefits of listing, the Board of Directors of the Company has decided to raise funds by way of public issue of Equity Shares through Fresh Issue and/or Offer for Sale, or a combination thereof.

For the purpose of such Public Issue, it is proposed to authorize the Board of Directors of the Company to create, offer, issue and allot such number of Equity Shares of the Company of face value of ₹10/- each, aggregating up to ₹50.00 Crores (Rupees Fifty Crores Only), at such price (including premium, if any) as may be decided by the Board in consultation with the Book Running Lead Manager(s) and in accordance with applicable laws.

The Special Resolution, if passed, will enable the Board of Directors to decide on the modalities of the proposed issue, including determination of the issue price, timing, quantum, categories of investors, reservation of shares to eligible employees or any class of persons permitted under applicable SEBI ICDR Regulations and such other terms as may be deemed fit in the best interest of the Company.

The Board may also appoint intermediaries such as Book Running Lead Managers, Registrars, Bankers, Legal Advisors, Depository Participants, Custodians and other agencies, and enter into necessary agreements, documents and undertakings in this regard.

The issue of Equity Shares as aforesaid would be subject to the approval of the Securities and Exchange Board of India (SEBI), the Stock Exchange(s) where the shares are proposed to be listed, the Registrar of Companies and other applicable Regulatory Authorities.

The Equity Shares to be issued shall rank pari passu in all respects with the existing Equity Shares of the Company including rights in respect of dividend. Further, the Board of Directors shall be authorized to dispose of the unsubscribed portion of the issue, if any, in such manner as may be permissible under applicable laws.

The approval of the shareholders is being sought by way of a Special Resolution in terms of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, read with applicable SEBI Regulations, for authorizing the Board of Directors to proceed with the proposed Public Issue and related matters.

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None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the proposed resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution set out in the Notice for approval of the members as a Special Resolution.

For EMIAC TECHNOLOGIES LIMITED

For EMIAC Technologies Limited

Director

MS. DIVYA GANDOTRA
DIRECTOR
DIN: 07674807

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