

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF GREENLEAF ENVIROTECH LIMITED HELD ON FRIDAY OF MAY 23, 2025 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY AT 3RD FLOOR, ROOM NO. 4, PLOT NO. 27-35, KANKAVATI COMPLEX, NANDANVAN GROUP H. SOC., SINGANPORE ROAD, SINGANPORE, SURAT-395004, GUJARAT, INDIA.

APPROVAL OF INITIAL PUBLIC OFFER AND OFFER FOR SALE

“RESOLVED THAT, pursuant to the provisions of Sections 23, 26, 28, 32, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) (**“Companies Act”**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, as amended (**“SCRA”**), and the rules and regulations made thereunder including the Securities Contracts (Regulation) Rules, 1957 (**“SCRR”**) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**the “SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI LODR Regulations”**), the Foreign Exchange Management Act, 1999, as amended (**“FEMA”**), and the rules and regulations made thereunder, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India (**“GoI”**), Securities Exchange Board of India (**“SEBI”**) or Reserve Bank of India (**“RBI”**), and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or reenactment thereof for the time being in force) (collectively, the **“Applicable Laws”**), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchange where the Equity Shares are proposed to be listed (**“the Stock Exchange”**), and subject to any approvals from the **GoI**, the Registrar of Companies (**“RoC”**), **SEBI**, and all other appropriate statutory authorities and departments (the **“Regulatory Authorities”**), and such other approvals, consents, waivers, permissions and sanctions, the consent, approval, authority and subject to sanction of the members, consent of the Board of Directors be and is hereby granted to create, offer, issue and allot equity shares of face value of ₹ 10/- each of the Company (the **“Equity Shares”**) up to an aggregate of Rs. 30.00 Crores (Rupees Thirty crore only) by way of Fresh Issuance of Equity Shares which comprises of Offer for Sale by the Selling Shareholder(s) of Equity shares, out of the authorized share capital of the Company (**“Fresh Offer”** and **“Offer for Sale”**), at a price to be determined in consultation with the lead manager appointed in respect of the Offer (**“LM”**), through Fixed Price or Book Building process, as the case may be in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the LM in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the **“Investors”**) by way of the Offer in consultation with the LM and/or underwriters and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalized by the Board in consultation with the LM through an Offer document, prospectus and/or an Offering memorandum, as required, and in such manner as the Board may in its discretion, deem fit, including in consultation with LM, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the LM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit. Further, in consultation with



the stock exchange an over subscription, to the extent of 1% or 10% of the Net Offer or such other extent as may be permitted under the applicable laws for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.”

“RESOLVED FURTHER 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.”

“RESOLVED FURTHER THAT for the purposes of giving effect to these resolutions, the Board hereby authorize **Mr. Kalpesh Gordhanbhai Goti (DIN: 02888791)**, Managing Director, of our Company to appoint Lead Manager to the Offer, Registrar to the Offer, Bankers to the Offer, Share escrow agent, 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 Offer, enter into stand-by-arrangement with Brokers/Bankers/Merchant Bankers for the whole or the part of the Offer 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.”

“RESOLVED FURTHER THAT the Board shall have the authority and power to accept modification in the proposal as may be required or imposed by the GOI / RBI/ SEBI/ Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to Offer, allotment and listing thereof and as agreed to by the Board and no further approval this regard would be required from the shareholders of the Company.”

“RESOLVED FURTHER 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 along with the Selling Shareholder(s) the terms of the Offer including the class of investors to whom the securities are to be allotted, offer price, including discounts) 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 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.”

“RESOLVED FURTHER THAT the Selling Shareholder(s) and the Company shall incur all the expenses for the Public Offering in the proportion of their respective shares except listing fees which shall be payable by the Company.”

“RESOLVED FURTHER 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 Offer 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.”

“RESOLVED FURTHER THAT the Board may, in the offer made in furtherance to the aforesaid resolution, make reservation out of the Offer 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.”

“RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the offer as aforesaid shall be listed on SME platform of one or more recognized stock exchanges in India.”

“RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the offer 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% or 10% of the Offer or such other extent as may be permitted under the applicable laws shall be retained for the purpose of rounding off while finalizing the basis of allotment in relation to the offer.”

“RESOLVED FURTHER THAT all monies received out of the offer 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 Offer are not refunded within such time, as specified by SEBI and in accordance with applicable law, the Company shall pay interest on failure thereof, as per applicable law.”


“RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not transferred in the Offer 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.”

“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 Offer; 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 Director(s) of the Company be and is hereby authorized to file necessary form with the Registrar of Companies, and to do all such acts, deeds and things as may be required to give effect to this resolution.”

//Certified True Copy//

FOR GREENLEAF ENVIROTECH LIMITED



Mr. Kalpesh Gordhanbhai Goti
Managing Director
DIN: 02888791



Date: 23.05.2025

Place: Surat

CIN : U29253GJ2010PLC059798