

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED IN THE EXTRA ORDINARY GENERAL MEETING OF GREENLEAF ENVIROTECH LIMITED HELD ON MONDAY, JUNE 16, 2025 AT ITS REGISTERED OFFICE SITUATED AT 3RD FLOOR, ROOM NO. 4, PLOT NO. 27-35, KANKAVATI COMPLEX, NANDANVAN GROUP H. SOC., SINGAPORE ROAD, SINGAPORE, SURAT-395004, GUJARAT, INDIA AT 11.00 A.M.

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”**), sanction of the members of the Company 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 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. (DIN:) 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 SME platform of one or more recognised 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.

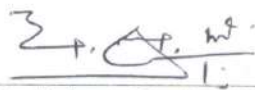
RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not transferred in the Offer may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, 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: 16.06.2025
Place: Surat



CIN : U29253GJ2010PLC059798



Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1:

The Company intends to list its equity shares (Equity Shares) on SME Platform of Stock Exchange or one or more recognized stock exchanges of India 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 by way of Fresh Issuance of Equity Shares along with offer of sale by the selling shareholder(s) of Equity Shares, out of the authorized share capital of the Company ("**Fresh Offer**" and "**Offer for Sale**"). The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the lead manager and other advisors in relation to the Offer and subject to applicable regulatory approvals.

In view of the above and in terms of Section 23, 28, 42, 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.

The Company proposes to offer and allot equity shares of the Company of face value of ₹ 10/- (the "**Equity Shares**") each up to an aggregate of ₹ 30.00 Crores (Rupees Thirty Crore only), (the "**Offer**"), comprising of fresh offer of Equity Shares of Face Value of Rs.10/- (Rupees Ten only) and Offer for Sale by the Selling Shareholder(s) of the Company of Equity shares of Face Value of Rs.10/- (Rupees Ten only) ("**Offer for Sale**") on such terms and at such price or prices and at such time as may be considered appropriate by the board of directors of the Company ("**Board**") or a duly authorised committee thereof, in consultation with lead manager appointed for the Offer, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of fixed price or book building method as the case may be under SEBI ICDR Regulations. The Equity Shares, if any, allotted vide the Offer shall in all respects rank pari-passu with the existing equity shares of the Company.

The proceeds from the Fresh Offer will be utilized for the purposes that shall be disclosed in the Draft Prospectus/ Prospectus (hereinafter referred to as the "**Offer Documents**") to be filed with the Securities and Exchange Board of India and Stock Exchange(s) in connection with the Offer as the case may be. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable laws or modification suggested by SEBI or Stock Exchange(s) as the case may be. The Price at which the Equity Shares will be allotted through the Offer, shall be determined and finalised by the Company in consultation with the LM to the offer in accordance with the SEBI ICDR Regulations.

The Company will not make an offer of Equity Shares to any of the promoters, or members of the promoter group of the Company in the Offer.

None of the directors and key managerial personnel of the company and their relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.



The Board recommends this resolution for your approval as a special resolution. Accordingly, approval of the members of the Company is sought to issue Equity Shares under above mentioned sections and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each, as amended.

FOR GREENLEAF ENVIROTECH LIMITED

Mr. Kalpesh Gordhanbhai Goti
Managing Director
DIN: 02888791



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Place: Surat

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