CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED IN THE 20TH ANNUAL GENERAL MEETING OF MEMBERS OF PENTACLE CONSULTANTS (I) LIMITED (Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED) HELD ON MONDAY, 31ST AUGUST 2026 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO. A 1709, 17TH FLOOR, ONE LODHA PLACE, SENAPATI BAPAT MARG, LOWER PAREL, DELISLE ROAD, MUMBAI – 400013, MAHARASHTRA, INDIA AT 11.30 A.M. AND CONCLUDED AT 12.05 P.M.

APPROVAL FOR INITIAL PUBLIC OFFER COMPRISING FRESH ISSUE AND OFFER FOR SALE:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 102 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time (the "Companies Act"), read with the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and other applicable rules, regulations, circulars, notifications, directions, guidelines and clarifications issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GoI"), the Department for Promotion of Industry and Internal Trade, the Department of Economic Affairs, Ministry of Finance, Government of India, the Registrar of Companies, Mumbai ("RoC"), and/or any other governmental, statutory, regulatory or other authority, whether in India or outside India (collectively, the "Applicable Laws"), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions, sanctions and waivers as may be required from SEBI, the Stock Exchanges, RBI, RoC, GoI and/or any other applicable governmental, statutory or regulatory authority, and subject to such terms, conditions, modifications, alterations, amendments or directions as may be prescribed or imposed by any of the aforesaid authorities and agreed to by the Board of Directors of the Company (the "Board"), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer and allot such number of equity shares of the Company having face value of ₹10 each ("Equity Shares"), for cash, at such price, including premium, as may be determined in accordance with the Applicable Laws and through the book building process, aggregating up to ₹1500.00 million, by way of a fresh issue of Equity Shares ("Fresh Issue"), together with an offer for sale of such number of Equity Shares by such existing shareholders of the Company as may be eligible and may offer their Equity Shares in accordance with the Applicable Laws ("Selling Shareholders") ("Offer for Sale"), collectively constituting the proposed initial public offering of the Company (the "Offer").

RESOLVED FURTHER THAT the Offer may include, to the extent permitted under the Applicable Laws, a reservation of Equity Shares for eligible employees, eligible shareholders or any other category of persons, a discount to the issue price to retail individual bidders and/or eligible employees, and/or a green shoe option, including the issue and allotment of Equity Shares pursuant thereto to the stabilising agent, and the Company may retain an over-subscription to the extent of 1% of the net Offer size or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment.

RESOLVED FURTHER THAT the Equity Shares forming part of the Fresh Issue and, to the extent applicable, the Equity Shares offered by the Selling Shareholders pursuant to the Offer for Sale, may be offered to such categories of investors as are permitted under the Applicable Laws, including qualified institutional buyers, anchor investors, non-institutional investors, retail individual bidders, eligible employees, resident investors, non-resident Indians, foreign portfolio investors, alternative investment funds, foreign venture capital investors, mutual funds, insurance companies, banks, financial institutions, public financial institutions, bodies corporate, Hindu undivided families, trusts, societies, high net worth individuals and such other persons or categories of investors as may be permitted under the Applicable Laws, whether or not such persons are existing members of the Company, in such manner and on such terms and conditions as may be determined in accordance with the Applicable Laws.

RESOLVED FURTHER THAT the Equity Shares to be issued pursuant to the Fresh Issue shall, upon allotment, rank pari-passu in all respects with the existing fully paid-up Equity Shares of the Company, including in respect of voting rights and entitlement to dividend and other corporate benefits, subject to Applicable Laws.

RESOLVED FURTHER THAT the Equity Shares issued pursuant to the Fresh Issue and the Equity Shares forming part of the Offer, including any Equity Shares issued pursuant to the green shoe option, if any, shall be listed on such recognised stock exchange(s) in India as may be determined by the Board in accordance with the Applicable Laws.

RESOLVED FURTHER THAT the members hereby approve the utilisation of the proceeds of the Fresh Issue for the objects set out in the offer documents to be filed with the applicable authorities, including, without limitation, [insert specific objects of the Fresh Issue], general corporate purposes and/or such other purposes as may be permitted under the Applicable Laws and disclosed in the offer documents.

RESOLVED FURTHER THAT all monies received in respect of the Fresh Issue shall be kept in a separate bank account in accordance with Section 40(3) of the Companies Act and the Applicable Laws and shall be utilised only in accordance with the Applicable Laws and the terms disclosed in the offer documents.

RESOLVED FURTHER THAT the Board be and is hereby authorised, in consultation with the book running lead manager appointed in relation to the Offer ("BRLM") and other advisors and intermediaries, to determine and finalise all terms and conditions of the Offer, including the size and structure of the Offer, the number of Equity Shares to be issued and/or offered, the price band, issue price, offer price, discount, if any, the timing of the Offer, the allocation/allotment to various categories of investors, the number of Equity Shares to be reserved for any category of investors, the utilisation of the proceeds of the Fresh Issue, the terms of the green shoe option, if any, and all other matters incidental, consequential or ancillary thereto, in accordance with the Applicable Laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint and finalise the terms of appointment of the BRLM, legal counsel, registrar to the Offer, bankers to the Offer, monitoring agency, advertising agency, escrow collection banks, syndicate members, underwriters, auditors, consultants and such other intermediaries, advisors and agencies as may be necessary or desirable in connection with the Offer, and to enter into and execute all agreements, documents, deeds, writings and other instruments as may be required in connection therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorised to prepare, finalise, approve, issue, file and submit the draft offer document, draft red herring prospectus, red herring prospectus, prospectus, abridged prospectus, application forms and all other offer-related documents and filings, and to make such modifications, amendments, revisions, additions, deletions or alterations thereto as may be required by SEBI, the Stock Exchanges, RoC, RBI or any other governmental, statutory or regulatory authority or as may otherwise be considered necessary, appropriate or expedient by the Board in connection with the Offer.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek, obtain and/or make applications for such approvals, consents, permissions, sanctions, exemptions, waivers and confirmations from SEBI, the Stock Exchanges, RoC, RBI, GoI and/or any other governmental, statutory, regulatory or other authority as may be necessary or desirable for giving effect to the Offer and the matters contemplated herein.

RESOLVED FURTHER THAT the Board be and is hereby authorised to open and operate such bank accounts, including escrow and other accounts, as may be required in connection with the Offer, and to determine the terms and conditions thereof, and to enter into arrangements with bankers, escrow agents, depositories and other intermediaries in connection with the Offer.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, and to negotiate, finalise, execute, deliver and amend all such agreements, documents, deeds, certificates, declarations, undertakings, letters and other writings, as may be necessary, proper, desirable or expedient in connection with or incidental to the Offer, including the listing and admission of the Equity Shares to trading on the Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in connection with the Offer, including the issue, allotment, transfer, listing and utilisation of the proceeds of the Fresh Issue, and to accept and give effect to such modifications, variations, alterations, amendments or additions to the terms and conditions of the Offer as may be required or deemed necessary, appropriate or expedient, without being required to seek any further approval of the members of the Company, except as may be required under the Applicable Laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it pursuant to this resolution to any committee of the Board, and/or the Managing Director, Chief Financial Officer, Company Secretary or any other officer(s) of the Company, on such terms and conditions as it may deem appropriate.

RESOLVED FURTHER THAT the Board and/or the Chief Financial Officer and/or the Company Secretary of the Company be and are hereby severally authorised to make all necessary filings, including filings with the RoC and SEBI, and to furnish such returns, forms, documents, certificates, undertakings and other information as may be required by any governmental, statutory or regulatory authority, and to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient for giving effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution be furnished to such authorities, stock exchanges, depositories, advisors, intermediaries, banks and other persons as may be required for giving effect to the aforesaid resolution.

//CERTIFIED TRUE COPY//

For PENTACLE CONSULTANTS (I) LIMITED
(Formerly Known as Pentacle Consultants (I) Private Limited)

PENTACLE CONSULTANTS (I) LTD. MUMBAI

Mahendra Pundalik More
Director
DIN- 01870852

Date: **31st August, 2026**
Place: **Mumbai**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE TWENTIETH ANNUAL GENERAL MEETING OF PENTACLE CONSULTANTS (I) LIMITED (Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED) TO BE HELD ON MONDAY 31ST AUGUST 2026 AT UNIT NO. A-1709, 17TH FLOOR, ONE LODHA PLACE, SENAPATI BAPAT MARG, LOWER PAREL, DELISLE ROAD MUMBAI - 400013, MAHARASHTRA, INDIA CONVENED AT 11.30 A.M. AND CONCLUDED AT 12.05 P.M.

ITEM NO. 5: APPROVAL FOR INITIAL PUBLIC OFFER COMPRISING FRESH ISSUE AND OFFER FOR SALE:

The Company proposes to undertake an initial public offering ("**IPO**"/"**Offer**") of its Equity Shares, comprising a fresh issue of Equity Shares by the Company ("**Fresh Issue**") and an offer for sale of Equity Shares by certain existing and eligible shareholders of the Company ("**Selling Shareholders**").

The proposed Offer is intended to enable the Company to raise funds through the Fresh Issue for the purposes set out below and to provide a platform for the listing and trading of the Equity Shares of the Company on one or more recognised stock exchanges in India.

The Offer may comprise:

1. a Fresh Issue of Equity Shares by the Company aggregating up to ₹1500.00 million; and
2. an Offer for Sale of Equity Shares by such Selling Shareholders as may elect to participate in the Offer, subject to their consent and the eligibility of such Equity Shares under the Applicable Laws.

The Offer may also include reservation of Equity Shares for eligible employees and/or other categories of investors, discounts to eligible categories of investors, and/or a green shoe option, to the extent permitted under the Applicable Laws.

The Equity Shares issued pursuant to the Fresh Issue shall rank pari-passu with the existing Equity Shares of the Company in all respects, including voting rights and entitlement to dividend and other corporate benefits, from the date of allotment.

The Equity Shares pursuant to the Fresh Issue and the Offer for Sale may be offered to eligible investors through the book building process or such other mechanism as may be permitted under the Applicable Laws.

The price band, issue price, offer price, allocation to different categories of investors, discount, if any, and other terms of the Offer shall be determined in consultation with the BRLM and in accordance with the Applicable Laws.

The Equity Shares issued pursuant to the Fresh Issue and the Equity Shares forming part of the Offer for Sale are proposed to be listed on one or more recognised stock exchanges in India, as may be determined by the Board in accordance with the Applicable Laws.

The proposed Offer is subject to receipt of such approvals, consents, permissions, sanctions, waivers and/or exemptions as may be required from SEBI, the Stock Exchanges, RoC, RBI, GoI and/or any other governmental, statutory or regulatory authority, as well as compliance with all applicable requirements under the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations and other Applicable Laws.

The Offer for Sale component shall comprise Equity Shares offered by the respective Selling Shareholders and shall be subject to their consent, eligibility of such Equity Shares and compliance with the Applicable Laws. The Company shall not receive any proceeds from the Offer for Sale.

Except to the extent of their respective shareholding in the Company and/or their participation, if any, as a Selling Shareholder or as an eligible investor in the Offer, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors, after considering the proposal and the interests of the Company and its members, is of the opinion that the proposed Offer is in the best interests of the Company and its stakeholders.

The Board of Directors recommends the Special Resolution set out in Item No. 5 of the Notice for approval of the Members.

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

//CERTIFIED TRUE COPY//

For PENTACLE CONSULTANTS (I) LIMITED
(Formerly Known as Pentacle Consultants (I) Private Limited)



Mahendra Pundalik More
Director
DIN- 01870852

Date: **31st August 2026**
Place: **Mumbai**