CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED IN THE 11TH BOARD MEETING OF THE BOARD OF DIRECTORS FOR FINANCIAL YEAR 2026-2027 OF PENTACLE CONSULTANTS (I) LIMITED (Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED) HELD ON THURSDAY, 27TH 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 02.00 P.M. AND CONCLUDED AT 02.30 P.M.

APPROVAL FOR AN INITIAL PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY

"**RESOLVED THAT** subject to approval of shareholders of the Company, in accordance with applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, with or without modification, and pursuant to provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, each as amended (collectively referred to as the "**Companies Act**"), the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, each as amended, 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, ("**SEBI Listing Regulations")** as amended, 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 regulations and guidelines issued by the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), and any other applicable laws, rules, regulations, policies, guidelines including any foreign investment law, clarifications, directions, circulars, orders and notifications issued by the Government of India ("**GoI**"), including the Department for Promotion of Industry and Internal Trade, the Registrar of Companies, Mumbai ("**RoC**"), the Department of Economic Affairs, Ministry of Finance, Government of India ("**DEA**") or any other regulatory or statutory authority, in India or outside India (collectively, the "**Applicable Laws**"), and in accordance with the enabling 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 recognised stock exchanges of India where the Equity Shares are proposed to be listed ("**Stock Exchanges**"), and subject to any approvals, consents, waivers, permissions and sanctions from the GoI, RoC, SEBI, RBI and any other appropriate governmental, statutory and regulatory authorities of India ("**Regulatory Authorities**") and any third parties including but not limited to the lender(s) of the Company and subject to such other approvals, consents, waivers, permissions and sanctions as may be required from the Regulatory Authorities and such third parties (if any) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, waivers, permissions and sanctions, and which may be agreed to by the Board (which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the Board be and is hereby accorded to create, issue, offer and allot and/ or transfer such number of Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the fresh issue aggregates up to ₹ 1500.00 million ("**Fresh Issue**") (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer (*defined below*) size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in consultation with the designated stock exchange) and an offer for sale of Equity Shares by existing and eligible shareholders who intimate their intention to the Board in relation to such number of Equity Shares held by them which are eligible to be offered for sale in the Offer in accordance with the SEBI ICDR Regulations (the "**Offer for Sale**" and such shareholders, the "**Selling Shareholder**", (the Offer for Sale together with the Fresh Issue, the "**Offer**"), which may include, without limitation the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations which shall include, without limitation, reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, of up to a certain number of Equity Shares at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, for cash at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined, in consultation with the book running lead manager appointed in relation to the Offer (the "**BRLM**"), to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLM decide, including anchor investors and qualified institutional buyers as

defined under Regulations 2(1)(c) and 2(1)(ss), respectively of the SEBI ICDR Regulations, foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/ or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the Insurance and Regulatory Development Authority of India, insurance funds set up and managed by the Department of Posts, India, provident funds, pension funds, national investment fund, insurance funds, trusts/ societies registered under the Societies Registration Act, 1860, Indian mutual funds, systemically important non-banking financial companies, multilateral and bilateral development financial institutions, 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, or any other category of investors who are permitted to invest in the Equity Shares as per Applicable Laws (collectively referred to as the "**Investors**"), in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof, in consultation with the BRLM /or other advisors or such persons appointed for the Offer, and on such terms and conditions as may be finalised by the Board, in consultation with the BRLM, and that the Board, in consultation with the BRLM, may finalise all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Equity Shares allotted/ transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT all monies received out of the Fresh Issue shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, and in case the company for any reason is unable to allot the Equity Shares, application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with Applicable Laws.

RESOLVED FURTHER THAT the Equity Shares so issued, allotted and/or transferred under the Offer (including any reservation or green shoe option) shall be subject to the memorandum of association and the articles of association of the Company and shall rank *pari-passu* in all respects with the existing fully paid up Equity Shares of the Company including voting rights and rights in respect of dividend from the date of allotment in accordance with Applicable Laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer/allotment of Equity Shares pursuant to the Offer, the Board, in consultation with the BRLM, be and is hereby authorised to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted/transferred in each tranche, offer price, premium amount, (as allowed under Applicable Laws), 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 in relation to the Offer including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer/allotment of the Equity Shares, and utilization of the Fresh Issue proceeds and any such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or 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, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT the powers of the Board set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by the provisions of any other part of this resolution.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board and/or Chief Financial Officer or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Mumbai at Maharashtra, furnish any returns or submit any other documents to any government, statutory or Regulatory Authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

RESOLVED FURTHER THAT a certified true copy of the foregoing resolutions, certified by any Director of the Company, the Chief Financial Officer, or the Company Secretary of the Company, be provided to the concerned authorities, regulatory bodies, or any other person(s) as may be required, for taking the necessary action.

//CERTIFIED TRUE COPY//

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



Mahendra Pundalik More
Director
DIN- 01870852

Date: **27th August 2026**
Place: **Mumbai**