SAHANARATNABH LIMITED

(formerly known as SahanaRatnabh Private Limited)

CIN: U74999MH2018PLC311545

Email Id: sahanaratnabh@gmail.com, **Phone No:** 022 35901041 **Website:** www.sahanaratnabh.com

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE MEMBERS OF SAHANARATNABH LIMITED AT THEIR EXTRA-ORDINARY GENERAL MEETING HELD ON THURSDAY, 29th OCTOBER, 2026 AT 2.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT B-WING 601 602 610 TANVIS DIAMODA INDUSTRIAL PREMISES COOPERATIVE SOCIETY LIMITED, S. V. ROAD, NOVELTY SILK MILL COMPOUND, DAHISAR EAST, MUMBAI, MAHARASHTRA- 400068.

Resolution No. 1 : RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING - Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 23, 26, 32, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any amendments, modifications or re-enactment thereof), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable laws or regulation in India, including without limitation, the provisions of the Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**") (including any statutory modification or re-enactment thereof, for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the listing agreement to be entered into with the Stock Exchange(s) where the Equity Shares of the Company are proposed to be listed, i.e. the SME platform of National Stock Exchange of India Limited ("NSE Emerge") and/or BSE Limited ("BSE SME") and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ("**SEBI**"), Stock Exchange(s), the Reserve Bank of India ("**RBI**"), the Ministry of Corporate Affairs ("**MCA**"), the Registrar of Companies (the "**RoC**") and/ or any other competent authorities, and all other appropriate applicable statutory and/or regulatory requirements, and such approvals, consents, sanctions, permissions and conditions as may be prescribed by competent statutory and/or regulatory authorities granting such and subject to such conditions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**Board**" and which term shall include such Committee of Directors constituted for the said purpose), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot in an initial public offering of Equity Shares not exceeding 55,20,000 number of equity shares of face value of Rs. 10/- (Rupees Ten) each ("Equity Shares") or such other securities which may be convertible into or exchangeable for equity shares as may be decided by the Board at a price including premium to be determined, in accordance with the book building process / fixed price process or any other method as may be prescribed under the SEBI ICDR Regulations (such issue referred to as "**Public Issue/ The Issue/ The Offer"),** which shall include a market maker reservation portion of such number of Equity Shares as the Board may at its discretion decide in consultation with the Book Running Lead Manager ("BRLM") and as may be permissible under applicable laws."

"RESOLVED FURTHER THAT the new equity shares to be issued and allotted shall be subject to the Memorandum and Articles of Association of the Company and such new equity shares shall in all respects rank pari-passu with the existing fully paid-up equity shares of the Company."

"RESOLVED FURTHER THAT pursuant to applicable provision of Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014 or any other provisions as applicable for dematerialization of shares by the unlisted companies, the Board be and is hereby authorized to dematerialize all the Pre-IPO Shares in physical form, if any and to lock-in the pre-IPO Equity Shares for such period as may be required under the SEBI ICDR Regulations from the date of allotment of Equity Shares in the IPO upon the confirmation from respective shareholder(s), without being required to seek any further approval(s)."

"RESOLVED FURTHER THAT such of these equity shares may also be issued on Pre-IPO Placement basis (as defined under SEBI ICDR Regulations) or to any category(ies) of persons as may be permissible in accordance with the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines in such manner and on such terms as the Board and/or its Committee in its absolute discretion may think most beneficial to the Company including without limitation, to negotiate, finalize and execute any document or agreement and any amendments or supplements thereto and to do all such acts, deeds, matters and things in relation to all matters incidental to or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing."

"RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed-off by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion may think most beneficial to the Company including offering or placing them with Banks/ Financial Institutions/ Investment Institutions/ Mutual Funds/ Foreign Portfolio Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute discretion decide, subject to provisions of SEBI ICDR Regulations and other regulations as applicable."

"RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary of the Company be and are hereby jointly and severally authorized to finalize and execute the Offer Document(s), Form of Application, Appointment/ re-appointment of the intermediaries i.e. Book Running Lead Manager/ Lead Manager(s), Registrar to the Issue/ Offer, Bankers to the Issue/ Offer, Depository Participant(s), Custodians, Legal Advisors to the Issue/ Offer, Market Makers, Monitoring Agency, Nominated Investors and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Issue/ Offer, enter into stand-by-arrangement with Brokers/ Bankers/ Merchant Banker(s) for the whole or the part of the Issue/ Offer and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities, and do all such acts, deeds and things as it may in its sole discretion, deem necessary and settle any or all matters arising with respect to the Issue/ Offer, allotment and utilization of the proceeds of the issue of Equity Shares and further do all such acts, deeds and things and finalize and execute all such

deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed initial public offering, that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard."

"RESOLVED FURTHER THAT in terms of the applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorized at its option to allot Equity Shares in excess of the net offer to the public, not exceeding 10% of the net offer, for the purpose of rounding off to make allotment in minimum lots while finalising the basis of allotment in case of oversubscription, as permitted under the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT the Board or a Committee constituted thereof as the Board may constitute in this regard, be entitled to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchange(s)."

"RESOLVED FURTHER THAT for the purpose of undertaking the IPO and/or to give effect to the above, the Board or a Committee constituted thereof be and is hereby authorized to do all such acts, things or deeds as may be necessary for the issuance and allotment of the said Equity Shares and to take such action or give such directions as may be necessary or desirable, and to accept any modifications in the proposal and terms of the Issue/ Offer, including the price of the Equity Shares to be so issued, as may be considered necessary by the Board or as may be prescribed in granting approvals to the Issue/ Offer and which may be acceptable to the Board and to decide the Basis of Allotment and, settle any question or difficulty that may arise in regard to the Issue/ Offer and Allotment of the Equity Shares."

"RESOLVED FURTHER THAT for the purposes of giving effect to this resolution, the Board or such other Committee thereof as the Board may constitute in this regard, be and are hereby authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including without limitation to enter into marketing, escrow, underwriting, depository, market-making and any other arrangements or agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of Equity share on stock exchange(s) in India with the power to act on behalf of the Company and to settle such question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit."

"RESOLVED FURTHER THAT

1. Objects of the issue are as mentioned below but not limited to:

    I. Funding capital expenditure,
    II. To meet working capital requirements,
    III. Repayment of Loans
    IV. General Corporate Purpose,

or such other purposes as may be decided by the Board and disclosed in the offer document. Therefore, to meet such requirements it is proposed to offer, issue and allot Equity Shares to the public.

2. All monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;

3. Details of all monies utilized out of the Issue referred above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies have been utilized;

4. Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested; and

5. The Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, as may be applicable in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue."

"RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary of the Company be and are hereby jointly and severally authorised to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Public Issue, including, without limitation, for the following:

1. The Board may constitute a committee for the purposes of the issue, offer and allotment of the Equity Shares, and other matters in connection with or incidental to the Public Issue ("**IPO Committee**");

2. Authorization to any director or directors of the Company or Key Managerial Personnel or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as such authorized person in his/ her/ its absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of the Equity Shares;

3. Giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

4. Appointing the Book Running Lead Manager/ Lead Manager, Market Maker(s), Underwriter, Legal Advisor, Registrar, Escrow Bank, Syndicate Member, Sponsor Bank and

other intermediaries to the Public Issue in accordance with the provisions of the SEBI ICDR Regulations and other applicable statutory and/ or regulatory requirements;

5. Seeking, if required, any approval, consent, no-objection or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents, no-objection or waivers that may be required in connection with the issue, offer and allotment of the Equity Shares;

6. Deciding the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Public Issue;

7. Receiving, reviewing, negotiating, and adopting various reports, certificates, and/or documents issued by various intermediaries and professionals (including technical experts, legal advisors, auditors, valuers, company secretaries and chartered accountants, etc.) that are required for the preparation and filing of the offer document in connection with the Public Issue;

8. Approval of the draft and final offer documents (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the Book Running Lead Manager/ Lead Manager, in accordance with all applicable laws, rules, regulations and guidelines;

9. Seeking the listing of the Equity Shares on any recognized stock exchange(s) in India, submitting the listing application to such Stock Exchange(s) and taking all actions that may be necessary in connection with obtaining such listing;

10. Finalization and arrangement for the submission of the draft prospectus to be submitted to the Stock Exchange(s) for receiving comments from the public and the prospectus to be filed with the Stock Exchange(s), Registrar of Companies, SEBI and/or any other regulatory authorities, and any corrigendum, amendments or supplements thereto;

11. Authorization of the maintenance of a register of holders of the Equity Shares;

12. Finalization of the public announcement w.r.t. price band disclosure in consultation with the Lead Manager /Book Running Lead Manager(s) and to give the public advertisement in the newspaper(s) as per the applicable provisions;

13. Finalization of the allotment of the Equity Shares on the basis of the applications received;

14. Finalization of the basis of allotment of the Equity Shares;

15. Acceptance and appropriation of the proceeds of the Public Issue; and

16. To generally do any other act and/or deed, to negotiate and execute any document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Public Issue.

"RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary, be and are hereby jointly and severally authorised to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the equity shares in the Public Issue and the utilisation of the issue proceeds in relation to the expansion plans, acquisitions, working capital requirements, repayment of secured loans, capital expenditure, other corporate initiatives, or in any other manner it may deem fit, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the issue, appoint Book Running Lead Manager/ Lead Manager, Banks and other intermediaries or agencies concerned, enter into any agreements or other instruments for such purpose, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo-moto decide in its absolute discretion in the best interests of the Company, without being required to seek any further consent or approval of the Members, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and to do all such acts, deeds, matters and things whatsoever, including to settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorised herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board."

Resolution No. 2: APPROVAL FOR INVESTMENT BY FOREIGN PORTFOLIO INVESTORS (FPIs), NON-RESIDENT INDIANS (NRIs), OVERSEAS CITIZENS OF INDIA (OCI) AND OTHER ELIGIBLE FOREIGN INVESTORS IN THE EQUITY SHARE CAPITAL OF THE COMPANY - Special Resolution

"RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), the Companies Act, 2013 and the rules made thereunder, to the extent applicable, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("NDI Rules"), the Consolidated Foreign Direct Investment Policy Circular of 2020 ("Consolidated FDI Policy"), the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities Contracts

(Regulation) Act, 1956 and all other applicable laws, rules, regulations, circulars, notifications, directions and guidelines, as amended from time to time, and subject to such approvals, permissions, consents and sanctions as may be necessary from the Government of India, Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Stock Exchanges and/or any other statutory or regulatory authority and subject to such conditions and modifications as may be prescribed while granting such approvals, the consent of the Members of the Company be and is hereby accorded to permit purchase, acquisition, holding and transfer of Equity Shares and other eligible securities of the Company by Foreign Portfolio Investors ("FPIs") registered with SEBI, Non-Resident Indians ("NRIs"), Overseas Citizens of India ("OCIs") and other persons resident outside India eligible to invest under applicable laws, whether under the automatic route or such other route as may be permissible under applicable laws from time to time.

RESOLVED FURTHER THAT the aggregate investment by Foreign Portfolio Investors, Non-Resident Indians, Overseas Citizens of India and other eligible persons resident outside India in the Equity Share Capital of the Company shall be permitted up to the maximum level permissible under the applicable sectoral cap, statutory ceiling and other limits prescribed under FEMA, the NDI Rules, the Consolidated FDI Policy and other applicable laws, as amended from time to time.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary, be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things and execute all such documents, writings, declarations, forms, applications and filings as may be necessary, proper or expedient for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring any further approval of the Members."

//CERTIFIED TRUE COPY//
FOR SAHANARATNABH LIMITED

RAHUL SURYANARAYAN SHARMA
Company Secretary and Compliance Officer
Membership No: A64831
Address: A-402, New Avantika CHS LTD, New Maneklal Estate, S.N. Mehta Road, Ghatkopar West Mumbai 400086
Date: 29.10.2026
Place: Mumbai

Type text here

SAHANARATNABH LIMITED

(formerly known as SahanaRatnabh Private Limited)

CIN: U74999MH2018PLC311545

Email Id: sahanaratnabh@gmail.com, **Phone No:** 022 35901041 **Website:** www.sahanaratnabh.com

CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF SAHANARATNABH LIMITED HELD ON THURSDAY, 29th OCTOBER, 2026 AT 2.00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT B-WING 601 602 610 TANVIS DIAMODA INDUSTRIAL PREMISES COOPERATIVE SOCIETY LIMITED, S. V. ROAD, NOVELTY SILK MILL COMPOUND, DAHISAR EAST, MUMBAI, MAHARASHTRA- 400068.

ITEM No. 1 : RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING

The Company needs to raise funds to contribute towards the equity infusion which is required for expansion of the business of the Company which will be utilized inter-alia:

1. Funding capital expenditure,
2. To meet working capital requirements
3. Repayment of Loans
4. General Corporate Purpose

or such other purposes as may be decided by the Board and disclosed in the offer document. Therefore, the Company proposes to undertake an initial public offer of its equity shares of face value of Rs. 10/- each (the "Equity Shares") by way of a fresh issue of up to 55,20,000 Equity Shares (the "Offer") and listing of the equity shares on the SME platform of one or more of the Stock Exchanges in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Companies Act, 2013 ("the Act") and the rules made thereunder, as amended.

The detailed terms and conditions will be determined in consultation with the Lead Manager(s) / Book Running Lead Manager(s), Consultants, Advisors, Underwriters and/or such other intermediary agencies as may be appointed for the issue. Wherever necessary and applicable, the pricing of the issue will be finalized in accordance with the applicable guidelines, in force, of GOI, RBI, SEBI and other relevant authorities.
The Company will not make an offer of equity shares to any of the promoters, or members of the promoters' group of the company in the offer in accordance with the SEBI ICDR Regulations.

The Equity Shares are proposed to be listed on the SME platform of National Stock Exchange of India Limited (NSE Emerge) and/or BSE Limited (BSE SME), as determined by the Board at its absolute discretion (the "Stock Exchanges"), and the Company will be required to enter into

listing agreement(s) with the Stock Exchange(s) and comply with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

As required by Section 102(3) of the Companies Act, 2013, the related documents shall be available for inspection at the registered office of the Company during business hours.

In view of the above and in terms of Sections 23 and 62(1)(c) and other applicable provisions of the Act and the rules made thereunder, as amended, the approval of the members of the Company is required through a special resolution to offer, issue further and allot equity shares to any person other than the Promoters and promoter group (categorised as per SEBI ICDR Regulations) pursuant to the Initial Public Offer (IPO).
Therefore, the Board recommends the proposed resolution set out at item No. 1 of the notice for your approval as a special resolution.

The Directors, their relatives and Key Managerial Personnel and who are members of the Company, may be deemed to be concerned or interested in this resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Item No. 2 - APPROVAL FOR INVESTMENT BY FOREIGN PORTFOLIO INVESTORS (FPIs), NON-RESIDENT INDIANS (NRIs), OVERSEAS CITIZENS OF INDIA (OCI) AND OTHER ELIGIBLE FOREIGN INVESTORS IN THE EQUITY SHARE CAPITAL OF THE COMPANY

In terms of the provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy and other applicable laws governing foreign investment in India, investment by Foreign Portfolio Investors ("FPIs"), Non-Resident Indians ("NRIs"), Overseas Citizens of India ("OCIs") and other eligible persons resident outside India in the equity share capital of an Indian company is subject to applicable sectoral caps, statutory ceilings and such conditions as may be prescribed from time to time.

In order to facilitate participation by eligible foreign investors in the equity share capital of the Company, broaden the investor base of the Company and provide flexibility for future capital raising activities and investment opportunities in accordance with applicable laws, it is proposed to obtain approval of the Members of the Company permitting investment by FPIs, NRIs, OCIs and other eligible persons resident outside India up to the maximum level permissible under the applicable sectoral cap, statutory ceiling and other limits prescribed under applicable laws.

The proposed approval shall enable eligible foreign investors to acquire, hold and transfer Equity Shares and other eligible securities of the Company in accordance with FEMA, the NDI Rules, the Consolidated FDI Policy, SEBI Regulations and other applicable laws, as amended from time to time.

The Board of Directors at its meeting held on 28th October, 2026, approved the proposal and recommended the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

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

//CERTIFIED TRUE COPY//
FOR SAHANARATNABH LIMITED

RAHUL SURYANARAYAN SHARMA
Company Secretary and Compliance Officer
Membership No: A64831
Address: A-402, New Avantika CHS LTD, New Maneklal Estate, S.N. Mehta Road, Ghatkopar West Mumbai 400086

Date: 29.10.2026
Place: Mumbai