



RAVITA ENGINEERING SERVICES LIMITED

(Formerly known as "Powermech Services Pvt. Ltd." & "Ravita Engineering Services Pvt. Ltd.")

Engineering Excellence, Empowering Tomorrow

CIN: U74900MH2007PLC177152

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF RAVITA ENGINEERING SERVICES LIMITED (FORMERLY KNOWN AS POWERMECH SERVICES PRIVATE LIMITED AND RAVITA ENGINEERING SERVICES PRIVATE LIMITED) AT THE EXTRAORDINARY GENERAL MEETING HELD AT ITS REGISTERED OFFICE AT OFFICE NO. 202 2ND FLOOR, MAYURESH SQUARE PLOT NO. 17 SECTOR 15 CBD BELAPUR, THANE 400614, MAHARASHTRA ON THURSDAY, 26TH DAY OF FEBRUARY 2026 AT 11:00 A.M.

APPROVAL FOR INITIAL PUBLIC OFFER OF EQUITY SHARES

"RESOLVED THAT pursuant to the provisions of Sections 23, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the **"Companies Act"**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, as amended, and the rules and regulations made thereunder, including the Securities Contracts (Regulation) Rules, 1957 (**"SCRR"**), 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, as amended (**"SEBI LODR 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 any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Ministry of Corporate Affairs (**"MCA"**), Government of India (**"GoI"**), including the Securities and Exchange Board of India (**"SEBI"**), the Department for Promotion of Industry and Internal Trade (**"DPIIT"**), the Reserve Bank of India (the **"RBI"**) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (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 Stock Exchange where the equity shares face value of Rs. 5/- each of the Company (**"Equity Shares"**) are proposed to be listed, and subject to any approvals, consents, permissions or sanctions as may be required from the GoI, the Registrar of Companies, Maharashtra at Mumbai (**"RoC"**), Stock Exchange, RBI, DPIIT the Department of Economic Affairs, Ministry of Finance, Government of India (**"DEA"**), Ministry of Commerce and Industry, and any other appropriate governmental, statutory and regulatory authorities of India (**"Regulatory Authorities"**), and any third parties including but not limited to lender(s) of the Company, 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 of directors of the Company (hereinafter referred to as 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 members of the Company be and is hereby accorded to create, issue, offer and allot up to **1,25,00,000** equity shares of face value of ₹ 5/- each (the **"Equity Shares"**) by way of a **fresh issue of Equity Shares** (the **"Issue"**) and at a price to be determined by the Company in consultation with BRLM by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, 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 BRLM by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, out of the authorised 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, in consultation with the BRLM decide, including anchor investors, employees (through a reservation or otherwise), Hindu undivided families, qualified institutional buyers including foreign portfolio investors other than individuals, corporate bodies and family offices, alternative investment funds, foreign venture capital investors registered with SEBI, multilateral and bilateral development financial institutions, non-resident Indians, state industrial development corporations, State Industrial Development Corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, 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, Indian mutual funds, systemically important non-banking finance companies, members of group companies, Indian public, bodies



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corporate, companies (private or public) or other entities, authorities, and to such other persons, including individual bidders, in one or more combinations thereof, whether through the Issue or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as "**Investors**") by way of the Issue in consultation with the BRLM and/or underwriter and/or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an Issue document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the offer, issue and allotment, shall be made to the exclusion of all other categories of investors, and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriter and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit including the price at which the equity shares are to be issued, at par or at premium and for cash as may be determined in accordance with the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions the Board in consultation with the BRLM, be and is hereby authorized to determine the terms of the Issue including the class of investors to whom the Equity Shares are to be allotted, the number of Equity Shares to be allotted in each tranche, price band, issue price, premium amount, listing on the NSE EMERGE or BSE SME in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things 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, underwriter, 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 issue and to settle or give directions or instructions for settling any questions, difficulties or doubts that may arise, in regard to the offering, offer, of equity shares and such other activities as may be necessary in relation to the Issue 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 and the Issue, without requiring any further approval of the members 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.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby authorized to finalize and execute the Issue Document (including Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus), Bid Cum Application Form, appointment of BRLM, Registrar to the Issue, Banker(s) to the Issue, Refund banker(s), Depository Participants, Custodians, Legal Advisors to the Issue, Peer Review Auditor, Underwriter, Market Maker, Syndicate Member, as may be applicable, and such 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, enter into stand-by-arrangement with Brokers / Bankers for the whole or the part of the Issue 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, 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, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board.

RESOLVED FURTHER THAT the Equity Shares issued pursuant to the Issue shall be listed at the NSE EMERGE or BSE SME as may be decided by the Board.

RESOLVED FURTHER THAT

- all monies received by the Company out of the Issue and allotment of the Equity Shares to the public shall be allotted to a separate bank account in accordance with sub-section (3) of Section 40 of the Companies Act, 2013;
- the use of all monies referred to in clause a) above and as lying in a separate bank account shall be subject to monitoring by the monitoring agency, if applicable in accordance with the SEBI ICDR Regulations and as disclosed in the Issue Documents;
- details of all monies utilized out of the Issue as referred to above shall be disclosed and continued to be



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disclosed until the time any part of the Issue proceeds remains unutilized under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; and

- d) details of all unutilized monies out of the Issue, if any, as referred to above 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.

RESOLVED FURTHER THAT for the purpose of undertaking the IPO and/or to give effect to the above, the Board be and is hereby authorised 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 including the price of the Equity Shares to be so issued, as may be considered necessary by the Board as may be prescribed in granting approval the Public Issue and which may be acceptable to the Board and to decide the basis of allotment and settle any questions or difficulty that may arise regard to the Public Issue and Allotment of the Equity Shares.

"RESOLVED THAT for the purpose of giving effect to the Issue and listing the Equity Shares on one or more of the Stock Exchange, a committee of the Board named the **"IPO Committee"** be and is hereby constituted consisting of the following, namely:

Name of Director	Nature of Directorship	Designation in the Committee
Ms. Manisha Khandelwal	Non-Executive Independent Director	Chairperson
Mr. Sunildutt Narayan Goswami	Managing Director & CEO	Member
Mr. Golock Chandra Sahoo	Non-Executive Independent Director	Member

"RESOLVED FURTHER THAT the IPO Committee be and is hereby authorized on behalf of the Board, in relation to the Issue, to undertake the following acts and the same shall constitute the terms of reference of the IPO Committee:

- a. To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, the SEBI, the Stock Exchanges, the Registrar of Companies, Maharashtra at Mumbai (RoC), the Reserve Bank of India, and any other governmental or statutory authorities as may be required in connection with the Issue and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus, the red herring prospectus and the prospectus as applicable;
- b. To finalize, settle, approve, adopt and file in consultation with the book running lead managers appointed for the Issue (the "BRLM") where applicable, the draft red herring prospectus, the red herring prospectus and the prospectus in connection with the Issue, the preliminary and final international wrap and any amendments, supplements, notices, addenda or corrigenda thereto ("Issue Documents"), and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;
- c. To decide, negotiate and finalise in consultation with the BRLM on the actual Issue size, timing, pricing, discount, reservation and all the terms and conditions of the Issue, including [any reservation, green shoe option and any rounding off in the event of any oversubscription,] the price band (including offer price for anchor investors), any revision to the price band, bid period, minimum bid lot for the purpose of bidding, final Issue price after bid closure, to finalize the basis of allocation and to allot the Equity Shares to the successful allottees and credit Equity Shares to the demat accounts of the successful allottees in accordance with applicable law, determine the anchor investor portion, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including to make any amendments, modifications, variations or alterations in relation to the Issue;
- d. To appoint, instruct and enter into and terminate arrangements with the BRLM, and in consultation with



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BRLM(s), appoint and enter into agreements with intermediaries including underwriters to the Issue, syndicate members to the Issue, brokers to the Issue, escrow collection bankers to the Issue, refund bankers to the Issue, registrars, sponsor bank, legal advisors, auditors, advertising agency, independent chartered accountants, industry expert, depositories, custodians, printers and any other agencies or persons or intermediaries in relation to the Issue, including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLM and negotiation, finalization, execution and to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc.;

- e. To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the draft red herring prospectus, the red herring prospectus, the prospectus, the preliminary and final international wrap, Issue agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow agreement, agreements with the registrar to the Issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Issue, legal advisors, auditors, advertising agency, stock exchange(s), BRLM, and any other agencies/intermediaries in connection with the Issue with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Issue;
- f. To decide, negotiate and finalize, in consultation with the BRLM, all matters regarding the Pre-IPO Placement, if any, including entering into discussions and execution of all relevant documents with Investors;
- g. To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, strategic partners, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Issue or any actions connected therewith;
- h. To determine the amount, the number of Equity Shares, terms of the issue of the equity shares, the categories of investors for the Pre-IPO Placement, if any including the execution of the relevant documents with the investors, in consultation with the BRLM, and rounding off, if any, in the event of oversubscription and in accordance with Applicable Laws;
- i. To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Issue (including issue price for anchor investors), approve the basis of allotment and confirm allocation/allotment of the equity shares to various categories of persons as disclosed in the DRHP, the RHP and the Prospectus, in consultation with the BRLM(s) and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including any alteration, addition or making any variation in relation to the Issue;
- j. all actions as may be necessary in connection with the Issue, including extending the Bid/ Issue period, revision of the price band, allow revision of the Issue portion, in accordance with the applicable laws;
- k. To open and operate bank accounts in terms of the escrow agreement for handling of refunds for the Issue and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- l. To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- m. To authorize and approve in consultation with the BRLM(s), incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue;



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- n. To accept and appropriate the proceeds of the Issue in accordance with the Applicable Laws;
- o. To approve code of conduct as may be considered necessary by the IPO Committee or as required under the Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;
- p. To approve the implementation of any corporate governance requirements, code of conduct for the Board, officers and other employees of the Company that may be considered necessary by the Board or the IPO Committee or as may be required under the Applicable Laws or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under Applicable Laws;
- q. To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorize one or more officers of the Company to sign all or any of the aforesaid documents;
- r. To issue advertisements in such newspapers and other media as it may deem fit and proper in accordance with the SEBI ICDR Regulations, Companies Act, 2013, as amended and other Applicable Laws;
- s. To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any;
- t. To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, in consultation with the BRLM, including without limitation, to determine the anchor investor portion and allocation to anchor investors, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, credit of Equity Shares to the demat accounts of the successful allottees, share certificates in accordance with the relevant rules, in consultation with the BRLM in accordance with Applicable Laws;
- u. To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and/ or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the aforesaid documents;
- v. To make applications for listing of the Equity Shares in one or more stock exchange(s) for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary and to take all such other actions as may be necessary in connection with obtaining such listing;
- w. To settle all questions, difficulties or doubts that may arise in regard to the Issue, including issue, allotment, terms of the Issue, utilisation of the Issue proceeds and matters incidental thereto as it may deem fit;
- x. To submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies, Maharashtra at Mumbai, and the relevant stock exchange(s) where the Equity Shares are to be listed;
- y. To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing;
- z. To execute and deliver and/or to authorise and empower officers of the Company (each, an "**Authorised Officer**") for and on behalf of the Company to execute and deliver, any and all other documents or instruments and doing or causing to be done any and all acts or things as the IPO Committee and/or



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Authorised Officer may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee and/or Authorised Officer shall be conclusive evidence of the authority of the IPO Committee and/or Authorised Officer and Company in so doing:

- aa. To approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the draft red herring prospectus, the red herring prospectus and the prospectus; and to approve the list of pending litigations involving such group companies which has a material impact on the Company;
- bb. Deciding, negotiating and finalising the pricing and all other related matters regarding the execution of the relevant documents with the investors in consultation with the BRLM and in accordance with Applicable Laws;
- cc. To withdraw the draft red herring prospectus or the red herring prospectus or to decide to not proceed with the Issue at any stage in accordance with Applicable Laws and in consultation with the BRLM; and
- dd. To delegate any of its powers set out hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company."

"RESOLVED FURTHER THAT the IPO Committee be and is hereby authorized to make any alteration, addition or make any variation in relation to the Issue, in consultation with the BRLM or SEBI or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure."

"RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, the members of the Board and the IPO Committee be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, appropriate or advisable for such purpose, including without limitation, to settle any questions, difficulties or doubts that may arise in relation to the Issue and any such documents so executed and delivered or acts and things done or caused to be done by any member of the Board or the IPO Committee shall be conclusive evidence of the authority of such person and the Company in so doing and any document so executed and delivered or acts and things done or caused to be done by any such person prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of an authorised person and the Company."

"RESOLVED FURTHER THAT two directors shall form the quorum for a meeting of the IPO Committee."

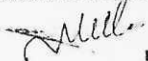
"RESOLVED FURTHER THAT to give effect to the above resolutions, Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary."

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For RAVITA ENGINEERING SERVICES LIMITED

(formerly known as Powermech Services Private Limited and Ravita Engineering Services Private Limited)

RAVITA ENGINEERING SERVICES LIMITED


Director

Vibhoar Agrawal
Director
DIN: 02331469



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