S. G. ENCON LIMITED

CIN: U45208HR2008PLC037614

REGISTERED OFFICE: CABIN NO. 1, SCO 93, SECOND FLOOR, SWASTIK VIHAR, SECTOR-5, MANSA DEVI COMPLEX, PANCHKULA, HARYANA, 134109, INDIA

EMAIL: corporate@sgencon.com

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF S. G. ENCON LIMITED AT THE EXTRA-ORDINARY GENERAL MEETING HELD ON MONDAY, THE 21st DAY OF SEPTEMBER, 2026 AT CABIN NO. 1, SCO 93, SECOND FLOOR, SWASTIK VIHAR, SECTOR-5, MANSA DEVI COMPLEX, PANCHKULA, HARYANA, 134109, INDIA AT 11:00 A.M.

AGENDA ITEM: APPROVAL FOR RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING OF EQUITY SHARES, INCLUDING, ANY DISCOUNT AND RESERVATION CONTEMPLATED IN THE OFFER

The Chairperson briefed the members of the S. G. Encon Limited (the "**Company**") about the proposal to undertake an initial public offer of the equity shares of face value of ₹ 10/- each of the Company ("**Equity Shares**") comprising a fresh issuance of Equity Shares by the Company ("**Fresh Issue**") and an offer for sale of Equity Shares by certain existing shareholders of the Company ("**Selling Shareholders**") ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**")] and to list the Equity Shares on one or more of the recognised stock exchanges in India. The Company intends to undertake the Offer and list its Equity Shares at an opportune time, in consultation with the Book Running Lead Manager appointed for the Offer ("**BRLM**") and other advisors to be appointed for the Offer, and subject to applicable regulatory and other approvals, to the extent necessary. After detailed discussions following resolution was approved by the members:-

"**RESOLVED THAT** the Company in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, pursuant to the provisions of sections 23, 28, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations notified thereunder 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**") (including any statutory modifications or re-enactment thereof, for the time being in force), and in accordance with and subject to the provisions of the Securities Contracts Regulation Act, 1956, ("**SCRA**"), as amended and the rules and regulations framed thereunder, including and 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 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 any other applicable rules, regulations, guidelines, press notes, clarifications, circulars and notifications issued by the Government of India ("**GoI**"), including the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), Securities and 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 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 respective recognised stock exchanges of India where the Equity Shares are proposed to be listed ("**Stock Exchanges**"), and subject to any approvals from the GoI, the Registrar of Companies, Haryana at Chandigarh ("**RoC**"), SEBI, RBI, the Stock Exchanges, Ministry of Finance, Government of India,

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Ministry of Commerce, the DPIIT and any other appropriate governmental, statutory and regulatory authorities of India ("**Regulatory Authorities**") and any third parties, and 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, permissions and sanctions, and which may be agreed to by Mr. Pankaj Setia (Managing Director) & Mr. Rajiv Gandhi (Whole Time Director) Board, the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer, allot and transfer Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the fresh issue aggregates up to **71,90,400 (seventy one lakh ninety thousand four hundred only) Equity Shares** ("**Fresh Issue**") subject to any revisions to such amount as may be permissible under applicable law, including the SEBI ICDR Regulations (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 upto **13,71,300 (thirteen lakh seventy one thousand three hundred only)Equity Shares** by existing and eligible shareholders of the Company (the "**Selling Shareholders**") who intimate their intention to the Board (the "**Offer for Sale**" and together with the Fresh Issue, the "**Offer**")] including the issue and allotment/ transfer of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations at a price to be determined by the Company in consultation with the Book Running Lead Manager(s) so appointed ("**BRLM**) 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 by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, out of the authorised capital of the Company to any category of person or persons as permitted under Applicable Laws, which shall include, without limitation, the right to dispose of the unsubscribed portion and any green shoe option of up to a certain number of Equity Shares ("**Green Shoe Option**") to such persons who may or may not be the members of the Company as the Board may at its discretion decide in consultation with the BRLM and as may be permissible who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, if any, as defined under Regulations 2(1)(c) and 2(1)(ss), respectively of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, 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, Indian mutual funds, systemically important non-banking finance 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 in one or more combinations thereof, whether through the Offer including high net worth individuals, retail individual bidders 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 and in one or more tranches (collectively referred to as the "**Investors**") by way of the Offer in consultation with the BRLM and/or underwriters and/or the stabilizing agent pursuant to a

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green shoe option and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board of Directors of the Company in consultation with the BRLM through an offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the transfer 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, 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 BRLM may finalise all matters incidental thereto as it may in its absolute discretion think fit. Further, in consultation with the stock exchanges an oversubscription, to the extent of 1% of the net offer to the public may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.

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 Mr. Pankaj Setia (Managing Director) & Mr. Rajiv Gandhi (Whole Time Director) be and hereby jointly authorised on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees (the "**Reservation**") or to provide a discount to the Offer price to retail individual bidders or eligible employees (the "**Discount**"); and to take any and all actions in connection with any Reservation or Discount as the Board may, in consultation with the BRLM, think fit or proper, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares pursuant to the Offer, Mr. Pankaj Setia (Managing Director) & Mr. Rajiv Gandhi (Whole Time Director) are hereby jointly authorised on behalf of the Company to seek listing of any or all of such Equity Shares on the Stock Exchanges.

RESOLVED FURTHER THAT the Equity Shares so allotted 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 Equity Shares of the Company including rights in respect of dividend.

"**RESOLVED FURTHER THAT**, all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of the Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with Applicable Laws, or the Company shall pay interest on failure thereof, as per Applicable Laws."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, Mr. Pankaj Setia (Managing Director) & Mr. Rajiv Gandhi (Whole Time Director), 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 or transferred in each tranche, offer

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price, premium amount, discount (as allowed under Applicable Laws), Reservations, 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 counsel(s), 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 offering, Offer, transfer and allotment of the Equity Shares and utilization of the Fresh Issue proceeds, if applicable and 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 and the Offer, without requiring any further approval of the shareholders, 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 Mr. Pankaj Setia (Managing Director) & Mr. Rajiv Gandhi (Whole Time Director) thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, Company Secretary and Chief Financial Officer of the Company be and are hereby jointly authorised to execute and deliver any and all other documents, papers or instruments, issue and provide certificates 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, Mr. Pankaj Setia (Managing Director) & Mr. Rajiv Gandhi (Whole Time Director) be and are hereby jointly authorised to delegate all or any of the powers to any of the directors/ employees of the Company herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and further jointly authorised for taking decision wrt to any offer, allotment or transfer of Equity Shares pursuant to the Offer and for any applicable shareholders' agreement, all material decisions and documents relating to the Offer, including the final offer structure, pricing, issue size, material amendments to IPO agreements, appointment or replacement of key intermediaries, material financial commitments, and for any other matters, acts etc. including, without limitation, to the following:

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(i) constituting a committee for the purposes of issue, offer, allotment and transfer of Equity Shares, credit of Equity Shares to the demat accounts of the successful allottees and other matters in connection with or incidental to the Offer, including, without limitation for, determining the anchor investor portion and allocate such number of Equity Shares to anchor investors, the terms and conditions of the Offer relating to timing (including opening and closing dates of the Offer, etc.), number of Equity Shares to be offered and transferred in the Offer and pricing (price band, offer price, including to anchor investors, etc.), and to accept any amendments, modifications, variations or alterations thereto;

(ii) to determine the terms of the Offer 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. Offer price, premium discount, discount (as allowed under Applicable Laws);

(iii) in consultation with the BLRM and in accordance with the SEBI ICDR Regulations to constitute such other committees of the Board, as may be required under the Applicable Laws, including as provided in the SEBI Listing Regulations;

(iv) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, 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 any issue, offer, allotment or transfer of Equity Shares;

(v) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

(vi) appointing the BRLM in accordance with the provisions of the Applicable Laws;

(vii) seeking, if required, any approval, consent 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 or waivers that may be required in connection with any offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer;

(viii) deciding in consultation with the BRLM, the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, the Offer Price, the price band (including offer price for anchor investors), the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered and transferred in the Offer, the Bid / Offer Opening and Bid/Offer Closing Date (including bid opening and bid closing dates for anchor investors), Discount (if any), Reservation, in accordance with the Applicable Laws;

(ix) taking on record the approval of the Selling Shareholders for offering their Equity Shares in the Offer for Sale;

(x) approval of the Draft Red Herring Prospectus (the "**DRHP**"), the Draft Abridged Prospectus (the "**Draft Abridged Prospectus**"), the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), the Abridged Prospectus ("**Abridged Prospectus**"), Confirmation of Allocation

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Note, applications and the preliminary and final international wrap (including amending, varying or modifying the same or providing any notices, addenda, or corrigenda thereto, together with any summaries thereto, as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLM, in accordance with the Applicable Laws;

(xi) withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage, after consultation with the BRLM in accordance with the Applicable Laws;

(xii) seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;

(xiii) appointing, instructing and entering into arrangements with the BRLM, co-managers, underwriters, syndicate members, brokers, escrow collection banks, refund banks, sponsor bank, registrar, legal counsel(s), printers, advertising agency(ies), industry report provider, experts, auditors and any other agencies, intermediaries or persons (including any successors or replacements thereof) whose appointment is required in relation to the Offer and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters with the BRLM;

(xiv) finalization of, approving, adopting and arrangement for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto for the offer of Equity Shares including incorporating such alterations/ corrections/ modifications as may be required by SEBI, Registrar of Companies, Haryana at Chandigarh, or any other relevant governmental and statutory authorities or in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines;

(xv) authorization of the maintenance of a register of holders of the Equity Shares;

(xvi) finalization of the basis of allotment of the Equity Shares;

(xvii) to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, in accordance with Applicable Laws and on permitting existing shareholders to sell any Equity Shares of the Company held by them;

(xviii) to issue advertisements in such newspapers as it may deem fit and proper in accordance with Regulation 60 of the SEBI ICDR Regulations and the other Applicable Laws;

(xix) to open and operate separate escrow accounts and or any other account, with scheduled banks to receive applications along with application monies in relation to the Offer in terms of Section 40(3) of the Companies Act and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(xx) to determine the price at which the Equity Shares are offered, allocated, transferred and or allotted

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to investors in the Offer in accordance with applicable regulations in consultation with the BRLM and/or any other advisors, if any;

(xxi) to negotiate, finalise, sign, execute and deliver or arrange the delivery of the offer agreement, syndicate agreement, cash escrow agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Offer and the advertising agency and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addenda thereto, including, with respect to the payment of commissions, brokerages and fees with the registrar to the Offer, legal counsel(s), auditors, stock exchanges, BRLM and other agencies/intermediaries in connection with the Offer with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;

(xxii) to open, maintain, operate and close a bank account of the Company in terms of the share escrow agreement and cash escrow agreement for the handling of refunds for the Offer and to authorize one or more officers/ employees of the Company to execute all documents/deeds as may be necessary in this regard;

(xxiii) to make any applications to, seek clarifications/exemptions and obtain approvals from, if necessary, Foreign Investment Facilitation Portal, RBI, SEBI, Corporate Debt Restructuring Cell or to any other statutory and governmental authorities in connection with the Offer, as may be required, (including for the purpose of offer of shares by the Company to non-resident investors, including NRIs and FIIs) and wherever necessary, incorporate such modifications, amendments, alterations, corrections as may be required in the DRHP, the RHP and the Prospectus;

(xxiv) to seek, if required, the consent of the lenders to the Company and/or the lenders to the subsidiaries (if any) of the Company, industry data providers, joint venture partners, parties with whom the Company has entered into various commercial and other agreements including, without limitation customers, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offer in accordance with the Applicable Laws;

(xxv) to settle all questions, difficulties or doubts that may arise from time to time in relation to such issues or allotment, as it may in its absolute discretion deem fit;

(xxvi) to do all acts and deeds, and negotiate, finalise, settle, execute and deliver or arrange the delivery of all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing for the purpose of or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done shall be conclusive evidence in so doing;

(xxvii) to authorize and approve the incurring of expenditure, including the payment of fees, commissions and remuneration and expenses in connection with the Offer;

(xxviii) to submit undertaking/certificates or provide clarifications to SEBI and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed;

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(xxix)to make applications to the Stock Exchanges for in-principle approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with SEBI, as may be required for the purpose;

(xxx) to issue receipts, allotment letters, confirmation of allocation 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 Exchanges, with power to authorise one or more officers of the Company to sign all or any of the afore stated documents;

(xxxi)to authorize and empower officers of the Company (each, an "**Authorized Officer**"), for and on behalf of the Company, to execute and deliver, on a several basis, any declarations, affidavits, certificates, consents, agreements and arrangements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar's agreement, the depositories agreements, the offer agreement with the BRLM (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement and confirmation of allocation notes, with the BRLM, syndicate members, bankers to the Offer, registrar to the Offer, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel(s), depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offer, if any and to do or cause to be done any and all such acts or things that the Authorized Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

(xxxii) acceptance and appropriation of the proceeds of the Fresh Issue in accordance with the Applicable Laws; and

(xxxiii) to 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 Offer.

Further any delegation made pursuant to this resolution shall be subject to the restrictions and joint approval of Mr. Pankaj Setia (Managing Director) & Mr. Rajiv Gandhi (Whole Time Director), as requirements set out herein.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, Mr. Pankaj Setia (Managing Director) & Mr. Rajiv Gandhi (Whole Time Director), on behalf of the Company, be and are hereby jointly authorised 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

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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.

RESOLVED FURTHER THAT, subject to such regulatory approvals as may be required, the Offer shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI ICDR Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company or of its subsidiaries, and other persons or entities, as may be permissible under Applicable Laws, including reservation for any permissible persons or categories of investors, for cash at a price to be determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, as amended, the SCRA, SCRR and FEMA.

RESOLVED FURTHER THAT, Mr. Pankaj Setia [*Managing Director*] and Mr. Rajiv Gandhi [*Whole Time Director*] be and are hereby jointly and/or severally authorized to take all steps for giving effect to the aforesaid Resolution for filing of the necessary forms with the RoC.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of [any Director and/or Company Secretary] be furnished to any government, statutory or regulatory authority as may be required from time to time."

CERTIFIED TRUE COPY

For & on behalf of the board of directors of
S. G. ENCON LIMITED

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PANKAJ SETIA
Director
DIN: 03463323
Date: 21/09/2026
Place: Panchkula

RAJIV GANDHI
Director
DIN: 03445578
Date: 21/09/2026
Place: Panchkula

EXPLANATORY STATEMENT

S. G. ENCON LIMITED

CIN: U45208HR2008PLC037614

REGISTERED OFFICE: CABIN NO. 1, SCO 93, SECOND FLOOR, SWASTIK VIHAR, SECTOR-5, MANSA DEVI COMPLEX, PANCHKULA, HARYANA, 134109, INDIA

EMAIL: corporate@sgencon.com

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1:

The Board of Directors of S. G. Encon Limited (the "Company"), at its meeting held on 26.08.2026, considered and approved, subject to the approval of the Members and such other approvals as may be necessary, the proposal to undertake an initial public offering of equity shares of face value of ₹10/- each of the Company ("Equity Shares"), comprising:

(a) a fresh issuance of Equity Shares by the Company aggregating up to 71,90,400 (Seventy One Lakh Ninety Thousand Four Hundred only) Equity Shares ("Fresh Issue"); and

(b) an offer for sale of up to 13,71,300 (Thirteen Lakh Seventy One Thousand Three Hundred only) Equity Shares by certain existing and eligible shareholders of the Company ("Selling Shareholders") ("Offer for Sale", and together with the Fresh Issue, the "Offer"),

and to list the Equity Shares of the Company on one or more recognised stock exchanges in India ("Stock Exchanges"). The Company proposes to undertake the Offer and list its Equity Shares at an opportune time, in consultation with the Book Running Lead Manager(s) to be appointed for the Offer ("BRLM") and other advisors, and subject to receipt of applicable regulatory and other approvals, to the extent necessary.

The proposed Offer, including the Fresh Issue and the Offer for Sale, is proposed to be undertaken in accordance with, inter alia, Sections 23, 28, 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder, 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, the Foreign Exchange Management Act, 1999 and the rules made thereunder, and other applicable laws, rules, regulations, circulars, notifications, clarifications and guidelines issued by the Government of India, the Securities and Exchange Board of India, the Reserve Bank of India, the Stock Exchanges and other appropriate regulatory and statutory authorities, as may be applicable (collectively, "Applicable Laws"). The Fresh Issue and the Offer for Sale, including allotment/transfer of Equity Shares pursuant to any green shoe option, reservation for eligible categories of investors (including eligible employees of the Company), and any discount to the Offer price to retail individual bidders or eligible employees, are proposed to be made by way of the book building process in accordance with the SEBI ICDR Regulations, or otherwise in accordance with Applicable Laws, to such categories of investors as are permitted under Applicable Laws, at a price to be determined by the Company in consultation with the BRLM.

The proceeds of the Fresh Issue are proposed to be utilised towards the objects of the Offer as may be set out in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus to be filed with the Securities and Exchange Board of India and the Stock Exchanges, including funding the Company's working capital requirements, capital expenditure, general corporate purposes and/or such other objects as may be approved by the Board in consultation with the BRLM.

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As the proposed Offer would, inter alia, involve issuance of Equity Shares otherwise than on a rights basis and may result in variation in the rights of existing shareholders, the consent of the Members by way of an special Resolution is sought under, inter alia, Sections 23, 28 and 62(1)(c) of the Companies Act, 2013, for creation, issuance, offer and allotment of Equity Shares pursuant to the Offer, and for delegation of powers to Mr. Pankaj Setia, Managing Director, and Mr. Rajiv Gandhi, Whole Time Director, to finalise the terms of the Offer, including the price, size, class of investors, reservation, discount and all other incidental matters, in consultation with the BRLM, subject to the approvals of the Board and applicable regulatory authorities, without requiring any further approval of the Members, except as required under Applicable Laws.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, other than to the extent of their respective shareholding in the Company, if any, and Mr. Pankaj Setia and Mr. Rajiv Gandhi to the extent they may be authorised to act on behalf of the Company in relation to the Offer, are in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding in the Company, and to the extent any of them may participate in the Offer as Selling Shareholders, if applicable.

The Board recommends the special Resolution set out at Item No. 1 of the Notice for approval of the Members.

For & on behalf of the board of directors of
S. G. ENCON LIMITED

S.G. ENCON LIMITED Authorised Signatory

PANKAJ SETIA
Director
DIN: 03463323
Date: 21/09/2026
Place: Panchkula

RAJIV GANDHI
Director
DIN: 03445578
Date: 21/09/2026
Place: Panchkula