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 RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF S. G. ENCON LIMITED HELD ON FRIDAY, THE 26th 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 OF THE DRAFT RED HERRING PROSPECTUS

The Chairman informed the Board of Directors ("**Board**") of S. G. Encon Limited the ("**Company**") that pursuant to the resolutions passed by the Board of the Company at its meeting held on 26th August 2026, the Company was authorized to undertake an initial public offer of its equity shares bearing face value of ₹ 10/- each (the "**Equity Shares**") comprising a fresh issue of Equity Shares by the Company ("**Fresh Issue**") and an offer for sale of Equity Shares by certain existing shareholder(s) of the Company ("**Selling Shareholder(s)**") ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**"). The Chairman tabled before the Board the draft red herring prospectus of the Company in relation to the Offer, for its approval. The Board perused the matter and noted that the Draft Red Herring Prospectus shared with the Board has been reviewed by it and after being satisfied that all the information included in the draft red herring prospectus is true and correct, the following resolution was moved and passed unanimously:

RESOLVED THAT, in furtherance of the resolution passed by the Board on 26th August, 2026 and subject to applicable laws, the Draft Red Herring Prospectus (the "**DRHP**"), in respect of the initial public offering of equity shares of face value of ₹ 10/- each of the Company (the "**Equity Shares**") consisting of fresh issue of 71,90,400 equity shares and offer for sale by Mr. Pankaj Setia & Mr. Rajiv Gandhi (the "**Selling Shareholder(s)**") of 13,71,300 Equity Shares at such price as may be determined in accordance with the book building process prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and as agreed to by the Company in consultation with the Book Running Lead Manager (the "**BRLM**"), to the Offer as provided to, and tabled before the Board, containing the requisite information as prescribed by applicable laws and regulations, be and is hereby approved for filing with Securities and Exchange Board of India ("**SEBI**"), BSE Limited, National Stock Exchange of India Limited (which together with BSE Limited shall collectively be referred to as the "**Stock Exchanges**") and such other authorities or persons as may be required.

RESOLVED FURTHER THAT the DRHP is hereby recommended for signing by each of the Directors of the Company, the Chief Financial Officer, Company Secretary of the Company and the Selling Shareholders (or their duly authorized representative and each such person be and is hereby authorized to sign the declaration page of the DRHP for and on behalf of the Company and file the same with the SEBI for their observations and with the Stock Exchanges for listing purposes."

RESOLVED FURTHER THAT Mr. Pankaj Setia (Managing Director) and Mr. Rajiv Gandhi (Whole Time Director) be and are hereby jointly authorised to make corrections or modifications, if any, and to finalise the DRHP for purposes of filing with SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deeds, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto."

RESOLVED FURTHER THAT, the IPO Committee, as constituted on September 1st, 2026 is

S. G. ENCON LIMITED Authorised Signatory

hereby authorized to undertake, approve and adopt any subsequent changes, correction, updates, alterations, revisions, modifications or amendments in the DRHP in accordance with the applicable law and regulations prior to filing with the SEBI including to determining the number of shares and/or the amount proposed to be raised."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Directors of the Board Mr. Pankaj Setia [*Managing Director*], Mr. Rajiv Gandhi [*Whole Time Director*] jointly, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Haryana at Chandigarh, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

RESOLVED FURTHER THAT 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



PANKAJ SETIA
Director
DIN: 03463323
Date: 26/09/2026
Place: Panchkula

RAJIV GANDHI
Director
DIN: 03445578
Date: 26/09/2026
Place: Panchkula