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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE MEETING OF THE MEMBERS OF LOHUM CLEANTECH PRIVATE LIMITED ("COMPANY") HELD ON 03rd DAY OF JUNE, 2026 HELD AT C-14, SITE-IV, INDUSTRIAL AREA, GREATER NOIDA- 201310 UTTAR PRADESH AT 11:00 A.M.

TO APPROVE ISSUE AND OFFER OF 224 (TWO HUNDRED TWENTY FOUR) PRE-SERIES C COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("PRE-SERIES C CCPS") THROUGH PRIVATE PLACEMENT/PREFERENTIAL OFFER

"**RESOLVED THAT THAT** pursuant to the provisions of Sections 23, 39, 42, 55, 62(1)(c), 179 read with the Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 12 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification, amendments, re-enactment thereof for the time being in force, notification, orders and circulars as may be issued from time to time) (the "**Act**"), and in accordance with the Foreign Exchange Management Act, 1999, as amended from time to time, and the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 ("**FEMA Rules**") (including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India thereto); and all other applicable laws, rules, notifications and guidelines issued by various authorities, including but not limited to the Ministry of Corporate Affairs and subject to receipt of all other necessary approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions, entities or bodies as may be required; the terms and conditions of Share Subscription Agreements as entered by and amongst the Company, Mr. Rajat Verma and Mrs. Supriya Srivastava (hereinafter referred to as "***Promoters***") and, Singularity Growth Opportunities Fund II, Singularity Equity Fund I, 360 ONE LVF Treasury Solutions Fund and Momentum Capedge Limited, and the provisions of memorandum and articles of association of the Company and as recommended and approved by the Board of Directors of the Company at its meeting held on **27th May 2026**, the consent of the members of the Company be and is hereby accorded to offer and issue **224 (Two Hundred Twenty Four)** Pre-Series C Compulsorily Convertible Preference Shares **("Pre-Series C CCPS")** having face value of **INR 100/- (Indian Rupees One Hundred only)** each at a premium of **INR 17,56,614/- (Indian Rupees Seventeen Lakhs Fifty Six Thousand Six Hundred and Six Hundred Fourteen Only)** per Pre-Series C CCPS for an aggregate amount of **INR 39,35,03,936/- (Indian Rupees Thirty Nine Crores Thirty Five Lakhs Three Thousand Nine Hundred And Thirty Six Only)** to the following proposed offeree as mentioned below ("**Identified Persons**"), by way of private placement/preferential offer:

Name the Identified Persons	Number of Pre-Series C CCPS Offered	Subscription Amount (Rs)
360 ONE LVF Treasury Solutions Fund	56	9,83,75,984
Singularity Growth Opportunities Fund II	56	9,83,75,984

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Singularity Equity Fund I	56	9,83,75,984
Momentum Capedge Limited	28	4,91,87,992
Supriya Srivastava	28	4,91,87,992
Total	**224**	**39,35,03,936**

RESOLVED FURTHER THAT the members of the company do and hereby approves the terms of issuance of Pre-Series C CCPS including the following disclosures pursuant to Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014, as set out in Annexure A and Annexure B and on the following terms and conditions.

(i) Priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares

Dividend Payment as per Paragraph 1 and Liquidation Preference as per Paragraph 4 of the Annexure-A enclosed herein below.

(ii) Participation in surplus fund

As per Paragraph 1 and 4 of the Annexure-A enclosed herein below

(iii) Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid

As per Paragraph 1 and 4 of the Annexure-A enclosed herein below

(iv) Payment of dividend on cumulative or non-cumulative basis

The dividend shall be non-cumulative as per Paragraph 1 of the Annexure-A enclosed herein below.

(v) Conversion of preference shares into equity shares

As per Paragraph 2 to 3 of the Annexure-A and Annexure B enclosed herein below.

(vi) Voting rights

As per Paragraph 5 of the Annexure-A as enclosed herein below.

(vii) Redemption of preference shares.

The Pre-Series C CCPS are compulsorily convertible into equity shares as per Paragraph 2 to 3 of the Annexure-A and Annexure B as enclosed herein below.

RESOLVED FURTHER THAT the draft Private Placement Offer Cum Application Letter (the "**PPO**") in form PAS-4 along with the application form and other attachments thereto, to be issued to aforesaid Identified Persons to subscribe to their respective Pre-Series C CCPS of the Company in accordance with section 42 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, as placed before the member be and is hereby approved.

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RESOLVED FURTHER THAT Company shall not utilize the proceeds of the issuance of Pre-Series C CCPS until filing of e-form PAS-3 with the Registrar of Companies.

RESOLVED FURTHER THAT any director of the Company, be and is hereby severally authorized to maintain a complete record of private placement in form PAS-5 and to settle all questions or difficulties that may arise in regard to the issue of Pre-Series C CCPS.

RESOLVED FURTHER THAT monies received by the Company from the Identified Persons as share application monies against the respective Pre-Series C CCPS shall be kept by the Company in a separate bank account No. **50200056271019** in the name of the Company with **HDFC Bank Limited,** designated by the Company and shall be utilized by the Company in accordance with Section 42 of the Act.

RESOLVED FURTHER THAT any director of the Company, be and is hereby severally authorized to do all such acts, deeds and things necessary in order to give effect to all such acts and execute all necessary deeds, documents, agreements, forms and instruments, for and on behalf of the Company, as may be necessary or desirable to give effect to the foregoing resolution, including but not limited: (i) sign and file all the necessary forms and other necessary documents as may be required with the statutory authorities including, the Registrar of Companies; (ii) do all such acts and deeds that may be required for the purpose of giving effect the above said resolution; (iii) authorize such person or persons to give effect to the above resolutions; (iv) make necessary applications, filings, execute, sign and enter into such agreements, or arrangements as may be necessary to issue the Pre-Series C CCPS in dematerialized form, if applicable and; (v) to liaise with concerned authorities with regard to the same and to settle all such questions, difficulties or doubts that may arise in relation to the offer/issue, allotment and utilisation of the proceeds and to finalise and execute all documents and writings as may be necessary, proper, desirable, or expedient in implementation of this resolution."

RESOLVED FURTHER THAT the directors of the Company, be and are hereby severally authorized to provide copies of the aforesaid resolutions, certified as true, as may be required."

Dated this 03rd Day of June, 2026
Certified True Copy

FOR AND ON BEHALF OF BOARD OF DIRECTORS
LOHUM CLEANTECH PRIVATE LIMITED

SUPRIYA SRIVASTAVA
Director
DIN: 07440764
B-207, ANAND LOK SOCIETY
MAYUR VIHAR-1, PATPARGANJ DELHI 110091

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

(Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the item of special business to be transacted at the Extra-Ordinary General Meeting is detailed hereunder)

Item No. 1

For the purposes of expansion of business, to meet the working capital demands, to maintain balance sheet strength and to bring flexibility in future growth of the Company it is proposed to raise further capital from the Identified Persons on Private Placement /Preferential basis.

Pursuant to provisions of Sections 23, 42, 62(1)(c) and 55 of the Companies Act, 2013 read with the rules framed there under, the company has decided to issue **224 (Two Hundred Twenty Four)** Pre-Series C Compulsorily Convertible Preference Shares **("Pre-Series C CCPS")** having face value of **INR 100/- (Indian Rupees One Hundred only)** each at a premium of **INR 17,56,614/- (Indian Rupees Seventeen Lakhs Fifty Six Thousand Six Hundred and Six Hundred Fourteen Only)** per Pre-Series C CCPS for an aggregate amount of **INR 39,35,03,936/- (Indian Rupees Thirty Nine Crores Thirty Five Lakhs Three Thousand Nine Hundred And Thirty Six Only)** by way of private placement /preferential basis which is required to be approved by members by passing a special resolution, in the manner provided below:

Name the Identified Persons	Number of Pre-Series C CCPS Offered	Subscription Amount (Rs)
360 ONE LVF Treasury Solutions Fund	56	9,83,75,984
Singularity Growth Opportunities Fund II	56	9,83,75,984
Singularity Equity Fund I	56	9,83,75,984
Momentum Capedge Limited	28	4,91,87,992
Supriya Srivastava	28	4,91,87,992
Total	**224**	**39,35,03,936**

The Board of Directors of the Company at their meeting held on **27th May, 2026** had approved the issuance of Pre-Series C CCPS on Private Placement /Preferential basis and of the opinion that the said issue of shares is in larger interest of the Company.

The Board of Directors of the Company have given below, the disclosures that are required to be given in the Explanatory Statement to the special resolution in accordance with the provisions of the Companies Act, 2013 and rules made hereunder:

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Disclosure as per Rule 9 (3) of Companies (Share Capital and Debenture) Rules 2014, Rule 13 sub-Rule (2) of the Companies (Share Capital and Debenture) Rules 2014 & Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, as amended from time to time:

SL. No.	Particulars	Details
1	Particular of Offer, kind of securities offered and the price at which security is being allotted.	**224 (Two Hundred Twenty Four)** Pre-Series C CCPS having face value of **INR 100/- (Indian Rupees One Hundred only)** each at a premium of **INR 17,56,614/- (Indian Rupees Seventeen Lakhs Fifty Six Thousand Six Hundred and Fourteen Only)** per Pre-Series C CCPS.
2	Size of the issue and number of shares to be issued and nominal value of each share	**INR 39,35,03,936/- (Indian Rupees Thirty Nine Crores Thirty Five Lakhs Three Thousand Nine Hundred And Thirty Six Only)** by issuing **224 (Two Hundred Twenty Four)** Pre-Series C CCPS having face value of **INR 100/- (Indian Rupees One Hundred only)** each at a premium of **INR 17,56,614/- (Indian Rupees Seventeen Lakhs Fifty Six Thousand Six Hundred and Fourteen Only)** per Pre-Series C CCPS.
3	Nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible.	The Pre-Series C CCPS are Compulsorily Convertible, non-cumulative and participating subject to terms and conditions as specified in Annexure A and Annexure B.
4	Objects of the issue	For the purposes of capital expenditures, marketing, and general corporate purposes of the Company as per the Business Plan(s) approved by the Board.
5	Manner of issue of shares	Preferential/Private Placement issue to the Identified Persons as per sections 42, and 62(1)(c) of the Companies Act, 2013 together with the relevant rules thereunder.
6	Price at which such shares are proposed to be issued	Pre-Series C CCPS are to be issued at a price of **INR 17,56,714/- (Indian Rupees Seventeen Lakhs Fifty Six Thousand Seven Hundred and Fourteen Only).**
7	Basis on which the price has been arrived at along with report of the registered valuer. Name and address of valuer who performed valuation	The price has been arrived pursuant to and basis the valuation report, **taking the valuation date as on 31/12/2025** issued by the Registered Valuer i.e. Mr. Siddharth Gupta having office at U.G.F- 52, Aarohi Complex (Sahara Center), Kapoorthala, Lucknow-226024, having Registration No. IBBI/RV/05/2019/11261.

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<table>
<tr><td></td><td></td><td>The price has been arrived by valuation of shares on discounted cash flow method on the basis of future projection given by the management of the Company.

Hence, the Company has decided to issue Pre-Series C CCPS at INR 17,56,714/- (Indian Rupees Seventeen Lakhs Fifty Six Thousand Seven Hundred and Fourteen Only) which is not less than the fair market value as determined in the valuation report.

The valuation report is attached as Annexure D to this notice.</td></tr>
<tr><td>8</td><td>Relevant date with reference to which the price has been arrived at</td><td>The Relevant date is 31/12/2025 i.e. as on the date the valuation has been carried out by the registered valuer.

Further in terms of rule (13) sub rule (2) clause (h) of The Companies (Share Capital and Debentures) Rules, 2014 the conversion price and terms and condition for the conversion are mentioned at point V of the resolution.</td></tr>
<tr><td>9</td><td>The class or classes of persons to whom the allotment is proposed to be made.</td><td><table>
<tr><th>Name of Identified Persons</th><th>Class of Identified Persons</th></tr>
<tr><td>360 ONE LVF Treasury Solutions Fund</td><td>SEBI Registered AIF and non promoter</td></tr>
<tr><td>Singularity Growth Opportunities Fund II</td><td>SEBI Registered AIF and non promoter</td></tr>
<tr><td>Singularity Equity Fund I</td><td>SEBI Registered AIF and non promoter</td></tr>
<tr><td>Momentum Capedge Limited</td><td>A Public Limited Company Incorporated in India and non promoter</td></tr>
<tr><td>Supriya Srivastava</td><td>A Resident Indian Individual and Promoter</td></tr>
</table></td></tr>
<tr><td>10</td><td>Contribution and Intention of promoters, directors or key managerial personnel to subscribe to the offer or contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects</td><td>Mrs. Supriya Srivastava promoter cum director of the Company is subscribing certain shares of the Company in this offer further none of the other Promoter, Directors or key managerial personnel's are subscribing the offer or making any contribution as a part of the offer or separately in furtherance of objects.</td></tr>
<tr><td>11.</td><td>The proposed time within which the allotment shall be</td><td>The shares shall be allotted within a period of 60 (sixty) days from the date of receipt of</td></tr>
</table>

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<table>
<tr><td></td><td>completed</td><td>application money for the securities under issue.</td></tr>
<tr><td>12.</td><td>Proposed time schedule for which the private placement offer cum application letter is valid</td><td>Offer is valid for period 60 days from the date of passing circulating the offer letter or such other time period as may be mutually agreed between the Company and the Identified Persons but not later than 12 months from the date of passing shareholder resolutions.</td></tr>
<tr><td>13.</td><td>The names of the proposed allottee and the percentage of post preferential offer capital may be held by them on fully diluted basis.</td><td><table><tr><th>Name of the Proposed Allottee</th><th>% post preferential offer capital (fully diluted basis)*</th></tr><tr><td>360 ONE LVF Treasury Solutions Fund</td><td>0.21</td></tr><tr><td>Singularity Growth Opportunities Fund II</td><td>3.44</td></tr><tr><td>Singularity Equity Fund I</td><td>0.61</td></tr><tr><td>Momentum Capedge Limited</td><td>0.31</td></tr><tr><td>Supriya Srivastava</td><td>33.20</td></tr></table>
*The above % is including the ESOP pool of 18,351 Equity Shares representing 6.79% (post issue) of the fully diluted capital of the Company.</td></tr>
<tr><td>14.</td><td>Change in control, in the company that would occur consequent to the proposed offer</td><td>There will be no change in the control in the Company</td></tr>
<tr><td>15.</td><td>The number of persons to whom allotment on preferential basis have already been made during the year in terms of number of securities as well as price</td><td>The Company has made 1 (One) preferential allotment during the current financial year i.e. 56 Pre-Series C CCPS having face value of INR 100/- (Indian Rupees One Hundred only) each at a premium of INR 17,56,614/- (Rupees Seventeen Lakhs Fifty Six Thousand Six Hundred and Six Hundred Fourteen Only) per Pre-Series C CCPS to 1 (One) persons.</td></tr>
<tr><td>16.</td><td>The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.</td><td>Not Applicable as Pre-Series C CCPS are proposed to be allotted in cash.</td></tr>
<tr><td>17.</td><td>Terms of issue, including terms and rate of dividend on each share etc.</td><td>As per Annexure A.</td></tr>
<tr><td>18.</td><td>Terms of redemption, including the tenure of</td><td>Not applicable. The Pre-Series C CCPS are compulsorily convertible into Equity Shares in</td></tr>
</table>

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	redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion.	the manner provided in Annexure A.
19.	Manner and modes of redemption	Not applicable. The Pre-Series C CCPS are compulsorily convertible.
20.	Current shareholding pattern of the Company	The current and post issue shareholding pattern is mentioned at point no 26.
21.	Expected dilution in equity share capital upon conversion of preference shares	Assuming that all shares offered on a preferential basis are accepted and the conversion of the Pre-Series C CCPS and the existing CCPS occurs at the base conversion price, the total number of equity shares on a fully diluted basis shall be 2,70,070 (Two Lakhs Seventy Thousand and Seventy) Including ESOP Pool i.e. 18,351 Equity Shares). Expected dilution in the equity share capital on a fully diluted basis, upon conversion of all Pre-Series C CCPS will be 0.83% on fully diluted basis. Note: The above numbers will change if all shares offered on a preferential basis are not subscribed to or if the conversion ratio of Pre-Series C CCPS offered and the other CCPS are adjusted in accordance with the terms of such shares.
22.	Date of passing of board resolution	27th May, 2026
23.	Amount which the company intends to raise by way of such securities	INR 39,35,03,936/- (Indian Rupees Thirty Nine Crores Thirty Five Lakhs Three Thousand Nine Hundred And Thirty Six Only).
24.	Principle terms of assets charged as securities	Not applicable
25.	Material terms of raising such securities.	The Material terms and conditions for raising the Pre-Series C CCPS are set out in the resolution.

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26. The pre issue and post issue shareholding pattern of the company:

*The Shareholding Pattern of the Company pre and post preferential allotment as follows:

Sr. No	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
A	**Promoters' holding :**				
1	Indian:				
	Individual	90,175	36.15	90,455	35.93
	Bodies Corporate	-	-	-	-
	Sub Total	**90,175**	**36.15**	**90,455**	**35.93**
2	**Foreign Promoters**	-	-	-	-
	Sub Total (A)	**90,175**	**36.15**	**90,455**	**35.93**
B	**Non-Promoters' holding :**				
1	Institutional Investors- Registered AIF	91,205	36.56	92,885	36.91
2	Non-Institution:				
	Private Corporate Bodies	19,860	7.96	20,140	8.00
	Directors and Relatives	-	-	-	-
-	Indian Public (Individuals)	-	-	-	-
	Others (Including NRIs, partnership firm etc.)	48,239	19.34	48,239	19.16
	Sub Total(B)	**1,59,304**	**63.85**	**1,61,264**	**64.07**
GRAND TOTAL		**2,49,479**	**100**	**2,51,719**	**100**

We have not included the ESOP pool of 18,351 Equity Shares representing 6.84% (pre-issue) and 6.79% (post issue) of the fully diluted capital in the above table.

Further in terms of the provisions of Section 42, 55 & 62 of the Companies Act, 2013 and the rules made thereunder the Company is required to take prior approval of the members of the Company by way of Special Resolution for the issuance of the shares on private placement/preferential basis.

Further, the valuation report an on 31/12/2025 issued by valuer Mr. Siddharth Gupta having office at U.G.F- 52, Aarohi Complex (Sahara Center), Kapoorthala, Lucknow-226024, having Registration No. IBBI/RV/05/2019/11261, and the draft offer letter in prescribed form PAS-4 are enclosed herewith and are also available for inspection/perusal.

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Interest of Directors and KMP: None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 1 except to the extent of their shareholding in the Company and Mrs. Supriya Srivastava Director of the Company who is subscribing the offer.

So for expansion and growth of the business of the Company the Board of Directors recommends the resolutions as set out at Item No 1 in the notice for approval of the members by Special Resolution.

Dated this 03rd Day of June, 2026
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FOR AND ON BEHALF OF BOARD OF DIRECTORS
LOHUM CLEANTECH PRIVATE LIMITED

SUPRIYA SRIVASTAVA
Director
DIN: 07440764
B-207, ANAND LOK SOCIETY
MAYUR VIHAR-1, PATPARGANJ
DELHI 110091

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ANNEXURE A

TERMS OF PRE-SERIES C CCPS

All the capitalised terms used but not defined herein shall have the meaning as ascribed to them in the Shareholders' Agreement dated 22nd May, 2023 (**"Agreement"**) as amended from time to time entered by and between the Company, Company, the Promoters, Preference Investors and Other Common Shareholders of the Company as defined under the Agreement:-

The Pre-Series C CCPS shall have the following terms and conditions and shall be reproduced in the Agreed Form Articles of the Company:

1. Dividends

a. Each Pre-Series C CCPS shall be entitled to a preferential non-cumulative dividend equal to 0.001% (**"Dividend Rate"**) per annum payable pari passu with preferential dividend payable to other class of Preference Shares and would also be entitled to participate pari passu in any cash or non-cash dividends paid to the Equity Shareholders.

b. Dividends in respect of the holders of Pre-Series C CCPS shall be declared by the Board from funds or reserves that are legally available. In the event that any dividend payable in respect of the Pre-Series C CCPS are accrued but unpaid, then no dividend may be paid in respect of any other Shares of the Company until all such accrued but unpaid dividends in respect of Pre-Series C CCPS are paid in full.

c. Notwithstanding Paragraph 1(a) above, if in any Financial Year, the Board or the Company declares a dividend or distribution on any other Shares of the Company exceeding the Dividend Rate, then the Preference Shareholder, shall be entitled to receive, pro rata to their shareholding, on an As If Converted Basis, such higher rate of other dividend or distributions payable in such Financial Year. In this regard, it is hereby expressly agreed between the Parties that no dividend or distribution shall be paid to the other Shareholders unless a like dividend or distribution is first paid to the Investor in the proportion as indicated under Paragraph 1(a) above. However, if the Company declares any dividend or other distribution to its Equity Shareholders, in cash or otherwise, each Preference Shareholder shall be entitled to receive the aggregate amount of dividend or other contribution on as As If Converted Basis, subject to Applicable Law.

2. Conversion

a. The Pre-Series C CCPS shall be converted into Shares upon the first to occur of the following events (**"Pre-Series C CCPS Conversion Event"**):

i. Automatically, immediately prior to the Qualified IPO or any initial public offer;
ii. Automatically, one day prior to the twentieth anniversary from the date of issuance of the Pre-Series C CCPS; or
iii. With respect to the Pre-Series C CCPS held by a particular holder, upon

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written request to the Company of such holder of CCPS, or described in Paragraph c below.

b. Each Pre-Series C CCPS shall be converted into 10 (Ten) Equity Share subject to adjustments in accordance with Paragraph 3 (*Conversion Price Adjustments*) and Annexure B below ("**Pre-Series C CCPS Conversion Ratio**"). Accordingly, the effective conversion price of the Pre-Series C CCPS, shall is Rs. 1,75,671.4/- (Indian Rupees One Lakh Seventy Five Thousand Six Hundred Seventy One point Four only) ("**Pre-Series C CCPS Conversion Price**").

c. Where a holder of the Pre-Series C CCPS elects to convert its Pre-Series C CCPS as envisaged under Paragraph 2(a)(iii), each holder of Pre-Series C CCPS shall give written notice to the Company that holder of Pre-Series C CCPS has elected to convert their Pre-Series C CCPS and shall state in such notice the number of Pre-Series C CCPS being converted. As soon as reasonably practicable, but in no event later than 20 (twenty) Business Days from the date of such notice, the Company shall undertake all necessary actions for conversion of such number of Pre-Series C CCPS to Equity Shares.

d. It is hereby clarified that the initial Pre-Series C CCPS Conversion Price calculated in relation to Schedule V(1)(i) shall be no lower than the price determined at the Floor Valuation, subject to Applicable Law.

e. No fractional shares shall be issued upon conversion of the Pre-Series C CCPS and the total number of Shares to be issued post conversion of the Pre-Series C CCPS shall, subject to Applicable Law, rounded down to the nearest whole number.

3. Conversion Price Adjustments

The Pre-Series C CCPS Conversion Price shall be adjusted in accordance with the following provisions of this Paragraph 3 and Annexure B below:

a. The holders of Pre-Series C CCPS shall be entitled to the anti-dilution rights set out in Clause 15 of the Agreement.

b. In addition, the Conversion Ratio shall be subject to adjustments for stock dividends, splits, anti-dilution provisions, consolidation or sub-division or splitting up of the Shares by the Company; issuance of any bonus shares, shares in a scheme of arrangement (including amalgamation or demerger), reclassification of shares or variation of rights into other kinds of securities and other similar events. It is clarified that, where such aggregate number of Equity Shares upon conversion of the Pre-Series C CCPS results in the requirement to allot any fractional share, such Conversion Ratio shall be deemed adjusted to round up to the nearest whole number.

4. Liquidation Preference

In a Liquidation Event, the holders of the Pre-Series C CCPS shall be entitled to the rights set out in Clause 16 of the Agreement i.e.

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Liquidation Preference

16.1 Upon the occurrence of a Liquidation Event, subject to Applicable Law, the total proceeds from such Liquidation Event remaining after discharging or making provision for discharging the statutory liabilities of the Company ("**Liquidation Proceeds**"), shall be distributed to the holders of the Preference Shares on a *pari passu* basis, and in preference to all other Shareholders of the Company and before any distribution is made upon any Shares or otherwise to any other Shareholder of the Company ("**Liquidation Preference**"), such that they receive an amount which is the higher of:

16.1.1 the aggregate amount invested for subscription of the Preference Shares, plus any declared and unpaid dividends in relation to such Preference Shares; and

16.1.2 its pro rata entitlement, with respect to the Preference Shares held by it, in the proceeds of such Liquidation Event, on an As If Converted Basis.

16.2 After full payment or distribution to the holders of Preference Shares in accordance with Clause 16.1 above, subject to Applicable Laws, the remaining amount shall be distributed amongst the holders of Equity Shares in the Company on a pro rata basis on an As If Converted Basis.

16.3 In the event the Liquidation Proceeds do not exceed or are not equal to the amount necessary to pay to the holders of Preference Shares under Clause 16.1, the entire amount so available shall be paid to the holders of Preference Shares pro rata to the amounts they are entitled to receive under Clause 16.1.1, and no Liquidation Proceeds shall be distributed to the other Shareholders.

16.4 The Parties hereby agree and undertake to fully co-operate with each other in making the payment of the Liquidation Proceeds in the order and manner provided above and to do all such things as may be reasonably necessary and that they shall use and employ all necessary efforts and commit best endeavours to ensure that payment of the Liquidation Proceeds is made in accordance with this Clause 16. The Company and the Shareholders shall do all necessary acts, deeds and things to obtain any regulatory approvals and Consents in a timely manner such that the disbursements mentioned in this provision can be made in the prescribed manner.

5. Pre-Series C CCPS Voting Rights

Each Pre-Series C CCPS shall have such number of votes as is equivalent to the number of Shares into which such Pre-Series C CCPS is convertible into immediately before any meeting in which the holder of such Pre-Series C CCPS wishes to exercise voting rights, and any holder of more than one Pre-Series C CCPS shall be entitled to exercise, in respect of such Pre-Series C CCPS, the aggregate number of votes which each Pre-Series C CCPS held by him will be entitled to. Accordingly, if permissible under Applicable Law, the Pre-Series C CCPS shall be entitled to such percentage of votes in the general meetings of the Company commensurate with the Conversion Ratio.

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6. General

Amendment of Terms. Subject to the Act, the rights, privileges and conditions attached to a Pre-Series C CCPS may not be varied, modified or abrogated in any manner whatsoever without the prior written consent of all of the holders of the Pre-Series C CCPS. Notwithstanding the foregoing, the future issuance of class of instruments by the Company which are of a different series or class but have rights *pari passu* to the rights of the Pre-Series C CCPS in respect of liquidation preference, right to dividend, etc., shall not be considered to be an amendment or variation of the terms of issuance of the Pre-Series C CCPS and the approval of all the holders of Pre-Series C CCPS, in accordance with this Paragraph, will not be required for such issuance or for undertaking any consequential amendments to the terms of the Pre-Series C CCPS.

Dated this 03rd Day of June, 2026
Certified True Copy

FOR AND ON BEHALF OF BOARD OF DIRECTORS
LOHUM CLEANTECH PRIVATE LIMITED

SUPRIYA SRIVASTAVA
Director
DIN: 07440764
B-207, ANAND LOK SOCIETY
MAYUR VIHAR-1, PATPARGANJ DELHI 110091

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ANNEXURE-B

TERMS OF CONVERSION PRICE ADJUSTMENT

1. **Adjustment of Pre-Series C CCPS Conversion Price upon occurrence of the Qualified Equity Round on or prior to December 31, 2027**: Upon occurrence of the Qualified Equity Round on or prior to December 31, 2027, the Pre-Series C CCPS Conversion Price shall be determined by applying a discount of 25% (twenty-five per cent) ("**Discount**") to the price per share determined in the Qualified Equity Round ("**QER Price Per Share**"), provided that such price per share (after applying the Discount) shall not be greater than the price per share on a Fully Diluted Basis (excluding Pre-Series C CCPS) calculated at a valuation cap of INR 60,00,00,00,000 ("**Valuation Cap**") or less than the price per share of the Company on a Fully Diluted Basis (excluding Pre-Series C CCPS) calculated at a floor valuation of INR 45,00,00,00,000 ("**Floor Valuation**"). For avoidance of doubt, if the Pre-Series C CCPS Conversion Price after applying the Discount falls below the price per share arrived at the Floor Valuation, the Pre-Series C CCPS Conversion Price shall be the price per share determined using the Floor Valuation.

2. **Non-occurrence of the Qualified Equity Round on or prior to December 31, 2027**: Notwithstanding anything to the contrary contained in paragraph (1) above, if the Qualified Equity Round has not occurred on or prior to December 31, 2027, the Pre-Series C CCPS Conversion Price shall be the price per share arrived at the Floor Valuation.

3. **Adjustment of Pre-Series C CCPS Conversion Price upon occurrence of the Liquidation Event prior to the Qualified Equity Round**: Upon occurrence of a Liquidation Event prior to the Qualified Equity Round, the Pre-Series C CCPS Conversion Price shall be the price per share arrived at the Floor Valuation.

4. **Definition and Interpretation**: For the purposes of this Agreement, following terms will ascribe its meaning as follows:

"**Qualified Equity Round**" for the purposes of this Annexure means a round of investment in the Company, of a minimum INR 2,50,00,00,000 crores (Rupees Two Hundred and Fifty Crores only), led by one or more investor(s).

Dated this 03rd Day of June, 2026
Certified True Copy

FOR AND ON BEHALF OF BOARD OF DIRECTORS
LOHUM CLEANTECH PRIVATE LIMITED

SUPRIYA SRIVASTAVA
Director
DIN: 07440764
B-207, ANAND LOK SOCIETY
MAYUR VIHAR-1, PATPARGANJ DELHI 110091

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ANNEXURE C

Valuation Report

(*Attached separately*)

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