

SADBHAV FUTURETECH LIMITED

Reg. Add: Q. No. C-74, HIG, Shailendra Nagar, Raipur (C.G) 492001


Corp. Office: Intellect Design Arena, Plot No 249, Second Floor, Udyog Vihar,
Phase – IV, Sector -18, Gurgaon – 122015, HaryanaWebsite: www.sadbhavfuturetech.com, Email: info@sadbhavfuturetech.com

Contact +91 74190 22261

EXTRACTS OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SADBHAV FUTURETECH LIMITED (FORMERLY KNOWN AS THE SADBHAV FUTURETECH PRIVATE LIMITED) AT THE EXTRAORDINARY GENERAL MEETING HELD ON MONDAY, 10th FEBRUARY, 2025 AT THE CORPORATE OFFICE SITUATED AT INTELLECT DESIGN ARENA, PLOT NO. 249, SECOND FLOOR, UDYOG VIHAR, PHASE – IV, SECTOR – 18, GURGAON – 122015, HARYANA, AT 11:00 A.M.

"RESOLVED THAT pursuant to **Section 180 (1) (a)** and other applicable provisions of the Companies Act, 2013 and rules made thereunder, consent of the Members be and is hereby accorded to the Board of Directors ("Board" which expression shall be deemed to include person(s) authorized and/or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to mortgage, charge, hypothecate, pledge, assign or otherwise encumber, movable and/or immovable, tangible and/or intangible properties/assets of the Company, both present and future, and/or the whole or substantially the whole of the undertakings of the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit, in favor of/for the benefit of lenders, security trustee, agents to secure loans/borrowings/financial assistances availed/to be availed by the Company/any third party, together with interest, additional interest, liquidated damages, cost, charges, expenses and all other monies whatsoever payable by the Company/ such third party as per the terms of respective financing documents for the said loans/borrowings/financial assistances, up to the value of and within the overall limit of **Rs.1200 crores (Rupees Twelve Hundred Crores)**.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as

Sadbhav Futuretech Limited
Director**Sadbhav Futuretech Limited**
Director



CIN: U74990CT2020PLC010124

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may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT a copy of the aforesaid resolution, certified as true copy by any Director or the Company Secretary of the Company, be provided to the concerned authorities as may be required."

//CERTIFIED TRUE COPY//

For and on behalf of
SADBHAV FUTURETECH LIMITED
(Formerly known as the SADBHAV FUTURETECH PRIVATE LIMITED)

Sadbhav Futuretech Limited

Director

Saikat Roy
Director
DIN: 07870357

Sadbhav Futuretech Limited

Director

Bhupender Singh
Director
DIN: 07870362

Date: 10.02.2025
Place: Gurgaon



CIN: U74990CT2020PLC010124

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AUTHORIZATION TO BORROW FUNDS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

“RESOLVED THAT pursuant to Section 180 (1)(C) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force) and rules made thereunder, and in suppression of any earlier resolution passed in this regard, the consent of the members be and is hereby accorded to authorize the Board of Directors (“Board” which expression shall be deemed to include person(s) authorized and/or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to borrow, from time to time, any sum or sums of money as they may deem necessary for the business of the company from banks, financial institutions, Non-Banking Financial Institutions, body corporate, or other lenders, weather in India or abroad, by way of loans, credit facilities, or other financial assistances, with or without security, weather by way of hypothecation, mortgage, pledge, charge, or lien on all or any of the company’s assets (present and future), notwithstanding that such borrowings, together with the monies already borrowed by the Company, may exceed the aggregate of the Paid-up share capital, free reserves, and securities premium of the Company, provided that the total amount so borrowed at any time shall not exceed the sum of **Rs. 1200 crores (Rupees Twelve Hundred Crores Only).**”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to negotiate, finalize, and execute such agreements, deeds, documents, undertakings, and other writings as may be required in connection with the borrowings, and to do all such acts, deeds, and things as may





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be necessary or incidental for giving effect to this resolution, including the delegation of all or any of the powers conferred herein to any Director(s) or officer(s) of the company.”

RESOLVED FURTHER THAT a copy of the aforesaid resolution, certified as true copy by any Director of the Company, be provided to the concerned authorities as may be required.”

//Certified to be True Copy//

For and on behalf of
SADBHAV FUTURETECH LIMITED
(Formerly known as the SADBHAV FUTURETECH PRIVATE LIMITED)


Saikat Roy
Director
DIN: 07870357


Bhupender Singh
Director
DIN: 07870362

Date: 10.02.2025
Place: Gurgaon



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND AS PER SECRETARIAL STANDARD-2 (SS-2) ON "GENERAL MEETINGS"

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may needs additional funds. For this purpose, the Company may require finance from various banks or financial institution and or lending institutions or Bodies corporate or individuals or such other persons as may deem fit by Company together with money already borrowed by the Company (apart from temporary loans obtained from the Company from ordinary course of business) may exceed the aggregate of paid up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up-to **Rupees 1200 Crores (Rupees Twelve Hundred Crores Only)**. Pursuant to section 180(1)(c) of the Companies Act, 2013, Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members by way of special resolution.

For and on behalf of
SADBHAV FUTURETECH LIMITED
(Formerly known as the SADBHAV FUTURETECH PRIVATE LIMITED)

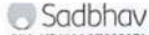

Saikat Roy
Director
DIN: 07870357


Bhupender Singh
Director
DIN: 07870362

Date: 10.02.2025
Place: Gurgaon

ANNEXURE F

CERTIFIED COPY OF THE BOARD RESOLUTION



CIN: U74990CT2020PLC010124

SADBHAV FUTURETECH LIMITED

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CERTIFIED TRUE COPY OF THE RESOLUTION OF THE BOARD OF DIRECTORS OF SADBHAV FUTURETECH LIMITED ("COMPANY") PASSED AT THEIR MEETING HELD ON THURSDAY 04TH DAY OF DECEMBER 2025 AT 11 AM. AT THE CORPORATE OFFICE OF THE COMPANY AT PLOT NO. 72, FIRST AND SECOND FLOOR, SAUCH TOWER, UDYOG VIHAR, PHASE-IV, GURGAON-122015, HARYANA

TO CONSIDER AND APPROVE THE OFFER AND ISSUE OF NON-CONVERTIBLE DEBENTURES:

The Chairman informed the Board that, considering the Company's future growth plans, it proposes to borrow and raise funds by issuance of secured, rated, unlisted, redeemable, taxable, non-convertible debentures each having a face value of INR 1,00,000 (Indian Rupees One Lakh only), aggregating upto INR 125,00,00,000 (Indian Rupees One Hundred and Twenty Five Crore Only) in one or more tranches ("NCDs") on a private placement basis ("Issue"), to the eligible investors identified by the Company.

The Board perused the above proposal and, after due deliberation passed the unanimously passed the following resolutions:

***RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "Act"), rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Securities and Exchange Board of India ("SEBI"), if applicable, each as amended or modified from time to time, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be required from any statutory / regulatory authority, and subject to the approval by the members of the Company, the approval of the Board be and is hereby accorded for:

- (a) the issue and allotment of secured, rated, unlisted, redeemable, taxable, non-convertible debentures each having a face value of INR 1,00,000 (Indian Rupees One Lakh only) each, aggregating upto INR 125,00,00,000 (Indian Rupees One Hundred and Twenty Five Crore Only) in one or more tranches ("NCDs"), at such interest rate as may be determined, payable at such frequency as may be determined, subject to deduction of taxes at source in accordance with applicable law, with or without gross up, and for such maturity (subject to applicable law) as may be determined, on a

1 | 6



CIN: U74990CT2020PLC010124

SADBHAV FUTURETECH LIMITED

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private placement basis to eligible investors (including without limitation, any banks, financial institutions, mutual funds, foreign portfolio investors, individuals, or any other persons / entities in accordance with applicable law) ("Investors") for raising debt for such purposes as may be determined; and

- (b) securing the amounts to be raised pursuant to the issue of the NCDs together with all interest and other charges thereon (up to such limits and security cover as may be agreed and within such timelines as may be agreed) by one or more of the following:
- (i) a first ranking *pari-passu* charge by way of hypothecation over all current assets of the Company, both present & future;
 - (ii) a first ranking *pari-passu* charge by way of hypothecation over all moveable fixed assets of the Company, both present & future;
 - (iii) a first ranking exclusive charge by way of either memorandum of deposit of title deeds by way of actual delivery or by way of registered mortgage in favour of the Debenture Trustee, for the benefit of the holders of the Debentures, over all rights, title, interest, both present and future, of the Company, over all that piece and parcel of the immovable property, including all receivables in respect thereof together with all buildings, erections and constructions of every description thereon and all incidentals attached thereto; and as more particularly set out in the Transaction Documents pertaining to mortgage (collectively, the "**Mortgaged Properties**");
 - (iv) lien on the amount equal to 6 (six) months' interest cash margin in the form of fixed deposit maintained with a commercial bank; and
 - (v) a first ranking exclusive and continuing charge by way of pledge over fully paid-up equity shares constituting 10% (Ten percent) of the issued equity share capital of the Company which are to be pledged in favour of the Debenture Trustee pursuant to the pledge agreement
- ((i), (ii), (iii), (iv) and (v) collectively referred to as the "**Security**"). Irrevocable and continuing personal guarantees from Mr. Saikat Roy, Mr. Bhupendra Singh and Mr. Nilesh Jain ("**Promoters**")
- (vi) irrevocable and continuing corporate guarantee from Bettericon Consultancy Private Limited and Iconevotech Private Limited.

216



CIN: U74990CT2020PLC010124

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((vi) and (vii) collectively referred to as "Contractual Comforts").

"RESOLVED FURTHER THAT Mr. Saikat Roy and Mr. Bhupender Singh, Directors of the Company (collectively, the "Authorised Persons") be and are hereby severally authorised to do such acts, deeds and things as they deem necessary or desirable in connection with the issue, offer and allotment of the NCDs, including, without limitation the following:

- (a) seeking, if required, any approval, consent or waiver from any/all concerned governmental and regulatory authorities, and/or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the NCDs;
- (b) negotiating, executing and/or modifying the term sheet in relation to the NCDs;
- (c) negotiating, approving, and deciding the terms of the issue, offer and allotment of the NCDs and all other related matters (including but not limited to, the amounts proposed to be raised, the Security and Contractual Comforts proposed to be provided by the Company, the rate of interest, the terms of repayment and the end use);
- (d) (if so required) providing such information or documents to the debenture trustee in accordance with the requirements of the SEBI;
- (e) approving the private placement offer cum application letter (including amending, varying, or modifying such documents, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- (f) finalising the terms and conditions of the appointment of an arranger (if so required), a debenture trustee, a registrar and transfer agent, a credit rating agency, legal counsel, a depository and such other intermediaries including their successors and their agents, as may be required in relation to the issue, offer and allotment of the NCDs;
- (g) finalising the terms of the issue, offer and allotment of the NCDs;
- (h) entering into arrangements with the depository in connection with the issue, offer and allotment of the NCDs in dematerialised form;
- (i) creating and perfecting the Security as required in accordance with the terms of the Transaction Documents (as defined below) in relation to the issue, offer and allotment of the NCDs;



3 | 6



CIN: U74990CT2020PLC010124

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- (j) finalising the deemed date of allotment of the NCDs;
- (k) negotiating, executing, filing and delivering any documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required in connection with the issue, offer and allotment of the NCDs and dealing with regulatory authorities in connection with the issue, offer and allotment of the NCDs including but not limited to the relevant registrar of companies, the Ministry of Corporate Affairs, the relevant sub-registrar of assurances (if so required), Central Registry of Securitisation Asset Reconstruction and Security Interest and such other authorities as may be required;
- (l) to execute all documents with, file forms with and submit applications (if so required) to the relevant registrar of companies, the Ministry of Corporate Affairs, the relevant sub-registrar of assurances (if so required), Central Registry of Securitisation Asset Reconstruction and Security Interest or any depository;
- (m) to sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Transaction Documents (as defined below);
- (n) to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the Transaction Documents (defined hereinbelow), the transactions contemplated therein and the resolutions mentioned herein, including without limitation, to approve, negotiate, finalise, sign, execute, ratify, amend, supplement and/or issue the following, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future):
 - (i) the private placement offer cum application letter for the issue, offer and allotment of the Debentures (as may be required) (the "PPOAL");
 - (ii) the debenture trust deed, the debenture trustee agreement, the deed of hypothecation along with the power of attorney, deeds of personal guarantee, deeds of corporate guarantee, mortgage documents, share pledge agreement along with the power of attorney and any other documents required for the creation of Security and for providing the Contractual Comforts, or the issue, offer and allotment of the NCDs (including any power(s) of attorney in connection thereto) and any other document in relation thereto

4 | 6



CIN: U74990CT2020PLC010124

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((i) and (ii) above are collectively referred to as the "Transaction Documents");

- (iii) the debenture certificate(s) for the NCDs (if required);
- (iv) any other documents required for the purposes of the issue, offer and allotment of the NCDs and the transactions contemplated in relation thereto, including but not limited to letters of undertaking, declarations, agreements, reports; and
- (v) any other document designated as a Transaction Document by the relevant debenture trustee / debenture holders;
- (o) to pay stamp duty required to be paid for the issue, offer and allotment of the NCDs and execution of the Transaction Documents, in accordance with the laws of India;
- (p) to do all acts necessary for the issue, offer and allotment of the NCDs in accordance with the terms set out in the PPOAL and the Transaction Documents; and
- (q) to generally do any other act or deed, to negotiate and execute any documents, applications, agreements, undertakings, deeds, affidavits, declarations and certificates in relation to the issue, offer and allotment of the NCDs and the transactions contemplated thereby, and to give such directions as it deems fit or as may be necessary or desirable in relation to the issue, offer and allotment of the NCDs."

"RESOLVED FURTHER THAT the Authorised Persons be and are hereby severally authorised to take all necessary steps relating to the creation, perfection and registration of charges and also to sign and submit the necessary forms with the relevant registrar of companies, the Ministry of Corporate Affairs, the relevant sub-registrar of assurances (if so required), Central Registry of Securitisation Asset Reconstruction and Security Interest, information utilities and other relevant governmental authorities."

"RESOLVED FURTHER THAT any one of the Authorised Persons be and are hereby severally authorised to record the name of the debenture holders of NCDs in the register of debenture holders and to undertake such other acts, deeds and things as may be required to give effect to the issuance and allotment of the NCDs and the listing of the NCDs if and as and when required by the holders of the NCDs."



5 | 6



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"RESOLVED FURTHER THAT the Company be and is hereby authorised to open any bank accounts with such banks in India as may be required in connection with the issue, offer and allotment of the NCDs and that any one of Authorised Persons, be and are hereby severally authorised to sign and execute the application form(s) and other documents required for opening the said account(s), to operate such account(s), and to give such instructions including closure thereof as may be required and deemed appropriate by them, and that such bank(s) be and is/are hereby authorised to honour all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid Authorised Persons on behalf of the Company."

"RESOLVED FURTHER THAT the Authorised Persons be and are hereby severally authorised to delegate the powers to any other employee / representative / agent of the Company, as may be deemed necessary to do such acts and execute such documents as may be required in connection with any of the matters relating to the issue, offer and allotment of the NCDs."

"RESOLVED FURTHER THAT the Board hereby approves and ratifies all such acts, deeds and actions taken by the Company till date for the purpose of the issue, offer and allotment of the NCDs."

"RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any [director, or the Company Secretary] of the Company be furnished to such persons as may be deemed necessary."

Certified to be true

For SADBHAV FUTURETECH LIMITED

Name : Saikat Roy
Designation : Director
DIN : 07870357
Place : Gurugram
Date : 04th December 2025



CIN: U74990CT2020PLC010124

SADBHAV FUTURETECH LIMITED

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GURUGRAM, HARYANA 122015,

Website: www.sadbhavfuturetech.com, Email: info@sadbhavfuturetech.com
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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SADBHAV FUTURETECH LIMITED HELD ON TUESDAY, 16TH DECEMBER 2025 AT 07:30 P.M. AT SADBHAV FUTURETECH LTD. FIRST & SECOND FLOOR, 72, PHASE IV, UDYOG VIHAR, SECTOR 18, GURUGRAM, HARYANA 122015, THE CORPORATE OFFICE OF THE COMPANY.

Issue and allotment of senior, secured, rated, unlisted, taxable, redeemable, non-convertible debentures each having a face value of INR 1,00,000 (Indian Rupees One Lakh only), aggregating up to INR 50,00,00,000 (Indian Rupees Fifty Crores only) ("Debentures").

This allotment is pursuant to the Board of Directors' ("Board") resolution dated 4 December 2025 authorizing the issue and allotment of senior, secured, rated, unlisted, taxable, redeemable, non-convertible debentures each having a face value of INR 1,00,000 (Indian Rupees One Lakh only), aggregating up to INR 50,00,00,000 (Indian Rupees Fifty Crores only) ("Debentures"), and completion of allotment formalities by the Board in respect of such Debentures and the Board's resolution dated 4 December 2025 authorising the issue of the private placement offer cum application letter ("PPOAL") to the identified investors:

LC Capital India Private Limited, referred to as the "Investor" (PAN: AAEC1700H) having its address at Building 9000, Plot No 7 SY No 542, MN park phase II, Hyderabad, 500078.

Accordingly, the Board was informed that the Investor has agreed to subscribe to the Debentures on a private placement basis, on the terms and conditions mentioned in the PPOAL that was issued to the Investor.

Thereafter the following resolutions were passed unanimously:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, as amended or modified from time to time ("Act"), the Companies (Share Capital and Debentures) Rules, 2014, as amended or modified from time to time and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended or modified from time to time, and provisions of the memorandum and articles of association of the Company, and further to the resolution of the Board dated 4 December 2025, the Debentures be and are hereby allotted to the Investor on private placement basis in accordance with the details mentioned below and subject to the terms and conditions mentioned in the PPOAL:

Particulars of Debentures	Name of the Holder (Allottees)	No. of Debentures	Face Value per Debenture (INR)	Tenor	DP ID	Client ID
Rated, Secured, Unlisted, Redeemable, Taxable, Transferable, Non-Convertible Debentures	LC Capital India Private Limited	5,000 (five thousand)	INR 1,00,000 (Indian Rupees One Lakh Only) each	24 months	IN301516	10415099

Sadbhav Futuretech Limited


Director



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RESOLVED FURTHER THAT any director of the Company authorised signatory ("**Authorised Signatories**") be and are hereby authorized to take all corporate actions, pay stamp duty, make representations to and file necessary forms with the registrar of companies, Chhattisgarh ("**ROC**") and any other regulatory / statutory / governmental bodies on behalf of the Company in connection with the aforesaid allotment, to do all such acts and things incidental and expedient for giving effect to this resolution and for, *inter alia*, crediting the Debentures in the demat accounts of allottees(s) in dematerialized form, including making requisite filings with the depository participants.

RESOLVED FURTHER THAT the Debentures be credited to the demat account of the Investor through the corporate action with National Securities Depository Limited ("**NSDL**") and/or Central Depository Services (India) Limited ("**CDSL**") and the Board hereby approves the delivery of duly executed documents and instruments as required to allot the Debentures to the demat account of the Investor and to provide a copy of such documents to the Investors.

RESOLVED FURTHER THAT the Company is hereby authorized to enter the particulars of the issue and allotment of the Debentures in the register of the debenture holders ("**Register of Debenture Holders**") maintained by the Company and the Authorised Signatories be and are hereby severally authorised to enter the names of the Allottee(s) in the Register of Debenture Holders.

RESOLVED FURTHER THAT the Authorised Signatories be and are hereby authorized to take all the necessary actions with regard to the allotment of Debentures in demat mode and do all such acts, deeds and things in respect of such allotment including but not limited to filing of the Form PAS-3 with the ROC within 15 days from the date of allotment, necessary documents with the ROC, and to do such other acts, deeds and things as may be required to give effect to these resolutions.

RESOLVED FURTHER THAT the certified true copy of the aforesaid resolution under the signature of any 1 (one) director or company secretary of the Company be forwarded to such persons or authorities as may be required from time to time."

CERTIFIED TRUE COPY

For SADBHAV FUTURETECH LIMITED

Sadbhav Futuretech Limited


Nitesh Jain
Director
DIN: 03012127

Director

Date: 16.12.2025

Place: Gurgaon