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antalaindustrieslimited@gmail.com
CIN: U22208GJ2024PLC154065

Antala
Industries Limited

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF ANTALA INDUSTRIES LIMITED AT THE EXTRAORDINARY GENERAL MEETING HELD ON THURSDAY, 02ND JULY, 2026 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OPP. SHREEJI TILES, VERAVAL (SHAPAR), RAJKOT, KOTDA SANGHANI, GUJARAT – 360024

CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY BOTH PRESENT AND FUTURE, IN FAVOUR OF LENDERS:

To consider and, if thought fit to pass, with or without modifications the following resolution as Special Resolution:

"**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of **Rs. 100/-Crores (Rupees One Hundred Crores Only)**.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Certified True Copy

ANTALA INDUSTRIES LTD
For and on behalf of
Antala Industries Limited

DIRECTOR

Rajeshkumar Antala
Managing Director
DIN: 00612528

Date: 02nd July, 2026
Place: Gujarat

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EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

In order to facilitate securing the borrowing availed / to be availed by the Company or subsidiary(ies) or associates of Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, it is proposed to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future.

The Board has unanimously approved the above proposal at its meeting held on 08th June, 2026

The Board of Directors recommends resolution as set out in the notice for approval of the members of the Company by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution.

ANTALA INDUSTRIES LTD
For and on behalf of
Antala Industries Limited

DIRECTOR

Rajeshkumar Antala
Managing Director
DIN: 00612528

Date: 02nd July, 2026
Place: Gujarat

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APPROVE POWER TO BORROW FUNDS PURSUANT TO THE PROVISIONS OF SECTION 180(1)(C) OF THE COMPANIES ACT, 2013, NOT EXCEEDING RS. 100 CRORES

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or re-enactments thereof), and the relevant regulations/directions as may be prescribed by the National Housing Bank and Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Memorandum of Association and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board, to borrow from time to time any sum(s) of monies (exclusive of interest) on such terms and conditions as the Board of Directors of Directors may determine, from anyone or more of the Company's bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, provided that the moneys to be borrowed together with the moneys already borrowed by the Company [apart from temporary loans obtained from the Company's bankers in the ordinary course of business] shall not exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount upto which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs. 100 Crores/- (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required and filing of relevant forms with the jurisdictional Registrar of Companies."

For and on behalf of
Antala Industries Limited

ANTALA INDUSTRIES LTD

DIRECTOR

Rajeshkumar Antala
Managing Director
DIN: 00612528

Date: 02nd July, 2026
Place: Gujarat

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Antala Industries Limited

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

ITEM NO. 1

As per Section 180(1)(c) of the Companies Act, 2013 read with Rules framed thereunder, the Company is required to obtain prior approval of the Members by way of Special Resolution for borrowing money when the money to be borrowed together with the money already borrowed by the Company exceeds the aggregate of the paid-up share capital and free reserves apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

Consent of the members is therefore sought to enable the Company to borrow money, with the limit as set out in the resolution.

The Board of Directors, therefore recommends the Resolution to be passed as Special Resolution by the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

For and on behalf of
Antala Industries Limited

ANTALA INDUSTRIES LTD

DIRECTOR

Rajeshkumar Antala
Managing Director
DIN: 00612528

Date: 02nd July, 2026
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APPROVAL FOR THE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013

"**RESOLVED THAT** pursuant to provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) **to advance any loan Including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, in which directors of the company are interested, up to an aggregate sum of Rs. 100/-Crores (Rupees One Hundred Crores Only) (including the loans already advanced, guarantee already provided}**, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and are hereby severally authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

For and on behalf of
Antala Industries Limited
ANTALA INDUSTRIES LTD

DIRECTOR

Rajeshkumar Antala
Managing Director
DIN: 00612528

Date: 02nd July, 2026
Place: Gujarat

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EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

The Company is expected to render support for the business requirements of other companies in the group {i.e. entities in which directors of the Company are interested as per the provisions of section 185 of the Companies Act, 2013), from *. time to time, However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group.

The Company with the approval of members by way of a special resolution, may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the directors of the company is interested in respect of loans taken by such entities, for their principal business activities.

The members may note that the Board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources jf accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group.

Accordingly, in order to meet the funding requirements and ensure necessary compliances of the provision of the Companies Act, 2013, the Board of Directors, hereby proposes to grant loans or provide guarantee/security to these abovementioned entities up to an aggregate amount of Rs. 100 Crores.

Hence, in order to enable the company to advance loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested to any entity of the group, in which Directors of the company are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

None of the directors or Key Managerial Personnel or their relatives are directly or Indirectly concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors, therefore recommends the Resolution to be passed as Special Resolution by the members.

For and on behalf of ANTALA INDUSTRIES LTD
Antala Industries Limited

DIRECTOR

Rajeshkumar Antala
Managing Director
DIN: 00612528

Date: 02nd July, 2026
Place: Gujarat

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GIVE LOANS OR MAKE INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY IN CONNECTION WITH A LOAN MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

"**RESOLVED THAT,** in supersession of earlier resolution passed in this regard in the shareholder's meetings and pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors including any Committee thereof to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. **100 Crores** (Rs. **One Hundred Crores** Only)."

"**RESOLVED FURTHER THAT,** the existing directors of the Company be and are hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

For and on behalf of
Antala Industries Limited

ANTALA INDUSTRIES LTD

DIRECTOR

Rajeshkumar Antala
Managing Director
DIN: 00612528

Date: 02nd July, 2026
Place: Gujarat

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Antala Industries Limited

EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

GIVE LOANS OR MAKE INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY IN CONNECTION WITH A LOAN MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Section 186 (2) (b) of the Companies Act 2013 states that No company shall directly or indirectly to give any loan to any person or other body corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and give any guarantee or provide security in connection with a loan to any other body corporate or person exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. However, Section 186 (3) of the Companies Act 2013 states that Where the giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified as above, prior approval by means of a special resolution passed at a general meeting shall be necessary.

The Board has unanimously approved the above proposal at its meeting held on 08th June, 2026

The Board of Directors recommends resolution as set out in the notice for approval of the members of the Company by way of a Special Resolution.

None of the directors, key managerial personnel or their relatives are interested in the said resolution financially or otherwise.

ANTALA INDUSTRIES LTD

For and on behalf of
Antala Industries Limited

DIRECTOR

Rajeshkumar Antala
Managing Director
DIN: 00612528

Date: 02nd July, 2026
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APPROVAL FOR INITIAL PUBLIC OFFER

"RESOLVED THAT pursuant to the provisions of Section 23, Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the listing regulations/requirements of the relevant stock exchange(s) where the equity shares of the Company are proposed to be listed, and subject to the approvals, consents, permissions and sanctions of the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Registrar of Companies, and all other concerned statutory and regulatory authorities (collectively referred to as "Appropriate Authorities"), as may be necessary, Pursuant to the approval of the Board at its meeting held on 08th June, 2026, and the Special Resolution passed by the members of the Company, consent is hereby accorded for the fresh issue of equity shares proposed in the Initial Public Offering (IPO) of the Company, of up to **46,80,000 (Forty Lakh Eighty Thousand only) equity shares** of face value ₹10 each (the "Fresh Issue"), to be issued and allotted in one or more tranches, at such price (including any premium) as may be determined by the Board in consultation with the Book Running Lead Managers appointed for the IPO, in accordance with applicable laws and through the book-building process prescribed under the SEBI ICDR Regulations, to such category(ies) of investors as may be permitted under applicable law including anchor investors, qualified institutional buyers, non-institutional investors, retail individual investors, mutual funds, foreign institutional investors/foreign portfolio investors, venture capital funds, alternative investment funds, insurance companies, provident funds, employees of the Company and/or any other category of eligible investors, whether or not such investors are existing shareholders of the Company, and on such terms and conditions as may be finalized by the Board."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized to take all such steps and actions, sign, execute and deliver all such deeds, documents, forms, applications, writings, agreements, undertakings, and make all necessary filings with SEBI, Registrar of Companies, Stock Exchanges and/or any other concerned authorities, and do all such acts, deeds, and things as may be considered necessary, proper, desirable or expedient in connection with or incidental to giving effect to this resolution, including finalizing and approving the draft red herring prospectus, red herring prospectus, prospectus and other offering documents, in consultation with the Book Running Lead Managers, Legal Advisors and other intermediaries appointed in relation to the IPO."

ANTALA INDUSTRIES LTD
For and on behalf of the Board of Directors of
Antala Industries Limited

DIRECTOR

Rajeshkumar Antala
Managing Director
DIN: 00612528
Date: 02nd July, 2026
Place: Gujarat

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Antala
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EXPLANATORY STATEMENT PERSUANT TO SECTION 102 OF COMPANIES ACT 2013

APPROVAL FOR INITIAL PUBLIC OFFER

Members are requested to note that the Board of Directors of the Company at their meeting held on 08th June, 2026 considered and approved issue of **46,80,000 (Forty Six Lakh Eighty Thousand)** Equity Shares of face value of INR 10/- (Rupees Ten) at a price to be determined in accordance with Book Building Process under the ICDR Regulations.

Members are requested to note that in terms of Section 23, Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the rules made thereunder, as amended from time to time (collectively referred to as the Act) any issue of equity shares which are offered to the persons who may or may not be the existing shareholders of the Company, requires the approval of the shareholders of the Company by way of a Special Resolution. Accordingly, approval of the Members of the Company is sought in terms of Section 62 of the Companies Act, 2013 read with applicable rules thereof for the proposed IPO.

The Board recommends the resolution to the Members for their consideration and approval by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution.

For and on behalf of
Antala Industries Limited

ANTALA INDUSTRIES LTD

DIRECTOR

Rajeshkumar Antala
Managing Director
DIN: 00612528

Date: 02nd July, 2026
Place: Gujarat