

**EXPLANATORY STATEMENT**

**[Pursuant to Section 102 of The Companies Act, 2013]**

**The following explanatory statement in terms of Section 102 of the Companies Act, 2013 forms part of the Notice convening the Extra Ordinary General Meeting.**

The Board of Directors, at its meeting held on 16 January 2026, approved the proposal to raise capital through an Initial Public Offering (IPO) of the Company's equity shares, subject to shareholders' and regulatory approvals. The IPO is proposed to strengthen the Company's capital base, support growth and meet future funding requirements. The issue will be made in accordance with applicable laws and regulations, at such price and on such terms as may be determined by the Board.

For this purpose, it is necessary to take the approval of members. The Board recommends that the above resolution be passed as special resolution.

None of the Directors, Key Managerial Personnel, or their relatives is concerned or interested in the resolution, except to the extent of their shareholding in the Company.

**Certified True Copy For and on Behalf of  
Cellcronic Technologies Limited**

**For Cellcronic Technologies Ltd.**

  
**Managing Director**  
**Ravinder Mandhan**  
**Managing Director**  
**DIN: 08473256**