

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF CELLCRONIC TECHNOLOGIES LIMITED HELD ON THURSDAY, 18.09.2025 AT 12.00 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT SHOP, OPP NEWAL POWER HOUSE, PETROL PUMP, KARNAL-132023 HARYANA INDIA.

FUND RAISING

The Chairman briefed the Board that the Company intends to explore and initiate fund raising through the issuance of Equity Shares, Preference Shares, Convertible Debentures or any other instrument, by way of Private Placement, Rights Issue, Preferential Allotment, Public Offer, or a combination thereof ("**Fund Raising**") at the absolute discretion of the Board.

In connection with the Fund Raising, the Company is required, *inter alia*, to prepare various documents and execute various agreements. Accordingly, it is proposed to authorize the Board and certain officers of the Company to negotiate, finalize and execute such documents and agreements as may be required and to do all such things, deeds and acts in this regard for and on behalf of the Company.

After detailed discussion, the Board approved the following resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, and Companies (Prospectus and Allotment of Securities) Rules, 2014, including any statutory modifications or re-enactment thereof for the time being in force, and subject to the approval of the members of the Company and such other approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, the consent of the Board of Directors be and is hereby accorded to explore and initiate preliminary steps towards raising of funds by way of issuance of Equity Shares / Preference Shares / Convertible Debentures or any other instrument, for an aggregate amount not exceeding INR 50 Crores, in one or more tranches, on private placement / rights issue / preferential allotment / public offer, as may be decided by the Board in due course.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, be and are hereby jointly and/ or severally authorized to do all such acts, deeds, matters and things and execute all such other documents, etc. as they may deem fit in its absolute discretion, and settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the fund raising.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and are hereby severally authorised to share certified true copies of these resolutions to various authorities."

Certified True Copy
For Cellcronic Technologies Limited.



Director

Ravinder Mandhan
Director
DIN: 08473256