



SHREE TNB POLYMERS LIMITED

📍 Sr.No. 132/1/1/4, Athal Road, Athal, Silvassa, Dadra Nagar Haveli,
Daman & DIU UT 396230, India

☎ +91 9727703950 ✉ Infotnb2010@gmail.com 📄 U25209DN2007PLC000242

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S SHREE TNB POLYMERS LIMITED AT ITS MEETING HELD ON FRIDAY ON 20th FEBRUARY, 2026 AT 3:00 P.M AT ITS REGISTERED OFFICE OF THE COMPANY AT 132/1/1/4, BEHIND PRINCE PIPES, ATHAL ROAD, ATHAL, SILVASSA-396230.

APPROVAL FOR RAISING CAPITAL THROUGH AN INITIAL PUBLIC OFFER

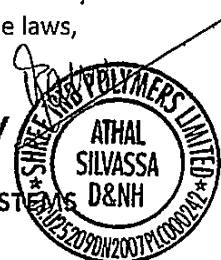
"RESOLVED THAT pursuant to the provisions of Section 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (*including any amendments, statutory modification(s) or re-enactment thereof, for the time being in force*), (collectively referred to as the "Companies Act, 2013"), and in accordance with, the Securities Contracts Regulation Act, 1956, as amended and the rules framed thereunder ("SCRA"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999, as amended (the "FEMA") including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and any other rules and regulations made thereunder, and other applicable laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders, if any, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) prescribed by the Government of India ("GoI"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") or any other competent authority from time to time, and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively "Applicable Laws") and, in accordance with the provisions of the memorandum of association of the Company and articles of association of the Company and the provisions of the listing agreement to be executed with the concerned stock exchange where the Company's equity shares are proposed to be listed ("Stock Exchange") and subject to the approval of relevant government, statutory and/or regulatory authorities, the SEBI, the Registrar of Companies, Ahmedabad at Ahmedabad ("RoC"), the Stock Exchange, RBI, the Department for Promotion of Industry and Internal Trade ("DPIIT"), Ministry of Commerce and Industry, GoI, and such other relevant statutory and other authorities and departments and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, consent of shareholders of the Company be and is hereby authorized to create, offer, issue and allot equity shares of the face value of Rs. 10/- (Rupees Ten only) each, ranking pari-passu with the existing equity shares of the Company (*the Equity Shares*), to be issued at par or at a premium in accordance with the provisions of SEBI ICDR regulations comprising of fresh equity shares, at a price to be determined in consultation with the Book Running Lead Manager appointed in respect of the Issue (BRLM), by the book building process in terms of the SEBI ICDR regulations or in accordance with the applicable laws, so however that the total amount to be raised including amount of securities premium by such offerings shall not exceed Rs. 40 crores (Rupees Forty Crores Only) (*the Issue*); to any category of person or persons as permitted under applicable laws,

ISO 9001:2015 & 14001:2015 Certified Company

🏠 "TIRUPATI" BRAND SOLID POLYMERS SHEETS

🏠 "NOBLE" BRAND HDPE/ PP/ PPH PIPES, FITTINGS & MICRO IRRIGATION SYSTEMS

🏠 "WELLPACK" BRAND PP HOLLOW SHEETS



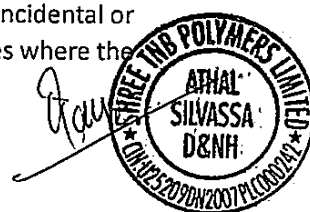
who may or may not be the shareholder(s) of the Company as the Board may in its sole discretion decide, through issue of offer documents (*"Initial Public Offer" or "IPO"*) in accordance with the provisions of Chapter IX of SEBI ICDR Regulation and/or other applicable statutory and/or regulatory requirements to be issued, and on the terms and conditions as the Board (*the "Board", which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including powers conferred by this resolution*) may in its absolute sole discretion decide including the price at which the equity shares are to be issued, at par or at premium and for cash or other consideration and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other Categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT all the new equity shares as aforesaid to be issue and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company shall rank pari-passu inter-se in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of over subscription no allotment shall be made by the Issuer in excess of the specified securities offered through the offer document: Provided that in case of oversubscription, an allotment of not more than 10% ten per cent of the net offer to public may be made for the purpose of making allotment in minimum lots (*As per the Regulation 268 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018*).

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute sole discretion may think most beneficial to the Company including offering or placing them with Banks/ Financial Institutions / Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ Anchor Investor or such other persons or otherwise as the Board may in its absolute sole discretion decide.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, Mr. Rasikbhai Gokalbhai Bhalodi (DIN:07154995), Managing Director, Mr. Deepakkumar Qeematrai Raura (DIN: 07926435), Whole time Director, Mr. Vijay Jaysukhlal Thosani (DIN: 01067515), Whole Time Director and Ms. Niyati Vishal Shah, Company Secretary be and are hereby severally and/ or jointly authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), Book Running Lead Manager(s), Registrar(s), any other intermediary/ intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges where the

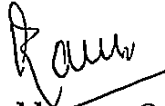


Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the Members and that the Members shall be deemed to have given their approval there to expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, Mr. Rasikbhai Gokalbhai Bhalodi (DIN:07154995), Managing Director, Mr. Deepakkumar Qeematrai Raura (DIN: 07926435), Whole time Director, Managing Director, Mr. Vijay Jaysukhlal Thosani (DIN: 01067515), Whole Time Director and Ms. Niyati Vishal Shah, Company Secretary of the Company be and are hereby severally and / or jointly authorized to execute and sign the documents including consent letter, power of attorney, listing agreements, certificates, file such forms with the ROC, etc., and to take such action such give such directions, as may be necessary or desirable to give effect to this resolution and to do all such applications received in the Initial Public Offering, as are in the best interests of the Company and as may be required in connection with the above."

"RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required."

**Certified True Copy
For Shree TNB Polymers Limited**


Deepakkumar Qeematrai Raura
Whole time Director
DIN -07926435
Add: Row H.3, Avenue Annex Himat Singhji Park Cos,
Chharwada, Vapi- 396195, Gujarat.





SHREE TNB POLYMERS LIMITED

📍 Sr.No. 132/1/1/4, Athal Road, Athal, Silvassa, Dadra Nagar Haveli,
Daman & DIU UT 396230, India

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CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE CONVENING OF EXTRA-ORDINARY GENERAL MEETING OF SHREE TNB POLYMERS LIMITED ('THE COMPANY') HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO- 132-1-1-4, BEHIND PRINCE PIPES, ATHAL ROAD, ATHAL, SILVASSA-396230, DADRA AND NAGAR HAVELI DAMAN & DIU UT ON FRIDAY, 20TH FEBRUARY, 2026, AT 3.00 P.M.

Special Resolution

Approval of Initial Public Offer

The Board of Directors ("the Board") of the Company, at its meeting held on 16th February, 2026, has approved the raising of capital through Initial Public Offer. The Company proposes to create, offer, issue and allot fresh Equity Shares of the Company of face value of ₹ 10/- (Rupees Ten only) each, ranking pari-passu with the existing equity shares of the Company (Equity Shares) in accordance with the provisions of SEBI ICDR regulations. Further, it has been decided by the Company that the total issue size shall not exceed Rs. 40 crores (Rupees Forty Crores Only) raised through such public offer ("the Issue") in accordance with the provisions of Chapter IX of SEBI ICDR Regulation and/or other applicable statutory and/or regulatory requirements to be issued, and on the terms and conditions as the Board may in its absolute sole discretion decide including the price at which the Equity Shares are to be issued, at par or at premium and for cash or other consideration and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

In view thereof, the Company will required to file a Draft Red Herring Prospectus (the "DRHP") with the the Stock Exchanges, and subsequently file a Red Herring Prospectus (the "RHP") and Prospectus ("Prospectus") with the Registrar of Companies, Ahmedabad ("RoC") and thereafter with SEBI, and the Stock Exchanges in respect of the Offer (the "Prospectus", and together with the DRHP and the RHP, the Prospectus, the "Offer Documents"), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "Companies Act") and other applicable laws.

Material information pertaining to the Offer is as follows:

1. Offer Price:

The price at which the Equity Shares will be allotted through the Fresh Issue shall be determined and finalized by the Company in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

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2. The object(s) of the Offer:

The proceeds of the Offer are to be utilized for the purposes that shall be disclosed in the Offer Documents. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

3. Change in control

No change in control of the Company or its management of its business is intended or expected pursuant to the Issue.

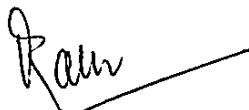
4. Intention of Directors/Key management personnel to subscribe to the Offer:

The Company has not made and will not make an offer of Equity Shares to any of the directors or key management personnel. However, the directors or the key management personnel may apply for the Equity Shares in the various categories under an Offer in accordance with applicable laws, including but not limited to the SEBI ICDR Regulations.

The equity shares allotted pursuant to the Initial Public Issue shall rank pari-passu in all respects with the existing fully paid-up Equity Shares of the Company.

The Board recommends the resolution for approval of Members as a Special Resolution. None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and upto the extent of shares held by them.

**Certified True Copy
For Shree TNB Polymers Limited**



**Deepak Kumar Qeematrai Raura
Whole time Director
DIN -07926435**

**Add: Row H.3, Avenue Annex Himat Singhji Park Cos,
Chharwada, Vapi- 396195, Gujarat.**

