



ENGINEERING

M&B Engineering Ltd.

Registered Office: 'MB House', 51, Chandroday Society, Stadium Road, Naranpura, Ahmedabad - 380 014, Gujarat, India

CIN: U45200GJ1981PLC004437 | T: +91 79 2640 5563 / 2646 1314 | E: info@mbphenix.com / info@mbproflex.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON 17TH FEBRUARY, 2025

APPROVAL AND ADOPTION OF THE DRAFT RED HERRING PROSPECTUS IN RELATION TO THE OFFER

The Chairman placed before the board of directors of the Company ("**Board**") the draft of the draft red herring prospectus of the Company for their approval. The Board approved the same and passed the following resolution:

"RESOLVED THAT, in furtherance of the resolution passed by the board of directors of the Company (the "**Board**") on 18th January, 2025 and the resolution passed by the shareholders of the Company on 12th February, 2025 and subject to applicable laws, the draft of the draft red herring prospectus (the "**DRHP**"), in respect of the initial public offering of equity shares of face value of ₹ 10/- each of the Company (the "**Equity Shares**") consisting of fresh issue of such number of equity shares of the Company as aggregates up to ₹ 2,750.00 million and an offer for sale of up to ₹ 3,750.00 million by Girishbhai Manibhai Patel, Chirag Hasmukhbhai Patel, Vipinbhai Kantilal Patel, Birva Chirag Patel, Aditya Vipinbhai Patel, Leenaben Vipinbhai Patel and Umaben Girishbhai Patel (the "**Selling Shareholders**") (the "**Offer**"), at such price as may be determined in accordance with the book building process under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and as agreed to by the Company in consultation with the book running lead managers to the Offer (the "**BRLMs**"), as provided to, and tabled before the Board, containing the requisite information as prescribed by applicable laws and regulations, subject to it being duly signed by the Directors, the Chief Financial Officer and the Selling Shareholders (or their duly authorized representative), be and is hereby approved for filing with Securities and Exchange Board of India ("**SEBI**"), BSE Limited, National Stock Exchange of India Limited (which together with BSE Limited shall collectively be referred to as the "**Stock Exchanges**") and such other authorities or persons as may be required."

"RESOLVED FURTHER THAT the DRHP is hereby recommended for signing by each of the Directors of the Company, the Chief Financial Officer of the Company and the Selling Shareholders (or their duly authorized representative) and each such person be and is hereby authorized to sign the declaration page of the DRHP for and on behalf of the Company and file the same with the SEBI for their observations and with the Stock Exchanges for listing purposes."

"RESOLVED FURTHER THAT Mr. Chirag Hasmukhbhai Patel, Chairman & Joint Managing Director, Mr. Malav Girishbhai Patel, Joint Managing Director and Ms. Palak Dilipbhai Parekh, Company Secretary & Compliance Officer be and are hereby severally authorised to make corrections or modifications, if any, and to finalise the DRHP for purposes of filing with SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deeds, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto."





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“RESOLVED FURTHER THAT, the IPO Committee, as constituted on 6th June, 2024 is hereby authorized to undertake, approve and adopt any subsequent changes, correction, updates, alterations, revisions, modifications or amendments in the DRHP in accordance with the applicable law and regulations prior to filing with the SEBI including to determining the number of shares and/or the amount proposed to be raised.”

“RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary and Compliance Officer of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to concerned authorities for necessary action.”

**CERTIFIED TO BE TRUE,
FOR M&B ENGINEERING LIMITED**

**PALAK DILIPBHAI PAREKH
COMPANY SECRETARY &
COMPLIANCE OFFICER
(Membership No. F10209)**

