M&B 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 RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT THEIR MEETING HELD ON 14TH JULY, 2025 AT THE REGISTERED OFFICE OF THE COMPANY AT 5.30 PM

NOTING OF OFFER FOR SALE:

Pursuant to the resolution passed by the board of directors of the Company ("**Board**") on 18th January, 2025 for approving the initial public offer of equity shares of the Company, the Board to take note the intention of:

Name of the Selling Shareholders	**Type**	**Number of Equity Shares Offered**
Girishbhai Manibhai Patel	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 1,533.50 million
Chirag Hasmukhbhai Patel	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 1,302.50 million
Vipinbhai Kantilal Patel	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 187.50 million
Birva Chirag Patel	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 385.00 million
Aditya Vipinbhai Patel	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 187.50 million
Umaben Girishbhai Patel	Promoter Group Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 154.00 million

the existing shareholders of the Company, for offer for sale of Equity Shares.

In this regard, the following resolution was passed by the Board:

"RESOLVED THAT subject to the consents, approvals, permissions and sanctions of the Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such consents, approvals, permissions and sanctions which may be agreed to by the Board under applicable provisions of the SEBI ICDR Regulations and other Applicable Laws, the Board takes note of the intention to offer for sale aggregating up to ₹ 3750.00 million as may be determined by

Name of the Selling Shareholders	**Type**	**Number of Equity Shares Offered**
Girishbhai Manibhai Patel	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 1,533.50 million
Chirag Hasmukhbhai Patel	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 1,302.50

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Vipinbhai Kantilal Patel	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 187.50 million
Birva Chirag Patel	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 385.00 million
Aditya Vipinbhai Patel	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 187.50 million
Umaben Girishbhai Patel	Promoter Group Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 154.00 million

the existing shareholder(s) of the Company, ("**Selling Shareholders**") (the "**Offer for Sale**", and together with the Fresh Issue, the "**Offer**") at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium or discount per Equity Share as allowed under applicable laws and as may be fixed and determined by the Company in consultation with the book running lead managers appointed for the Offer ("**BRLMs**") to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer."

"RESOLVED FURTHER THAT Mr. Chirag Hasmukhbhai Patel, Joint Managing Director, Mr. Malav Girishbhai Patel, Joint Managing Director and Ms. Palak Dilipbhai Parekh, Company secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required or deemed expedient to give effect to the above resolutions.

"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."

CERTIFIED TO BE TRUE,
FOR M&B ENGINEERING LIMITED

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

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