Fabtech

July 25, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001,
Maharashtra, India.

Scrip Code: 544332 | **Scrip Symbol:** FABCLEAN | **ISIN:** INE0HSD01011

Reference: Board outcome intimation dated **Monday, July 20, 2026,** pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("SEBI Listing Regulations")** read with master circular issued by Securities and Exchange Board of India **("SEBI")** dated January 30, 2026, bearing reference no.: HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 **("SEBI Master Circular")**.

Subject: Disclosure under Regulation 30 of the SEBI Listing Regulations in relation to Notice of Extra-ordinary General Meeting of the members of the Company **("EGM Notice")** scheduled to be held on **Monday, August 17, 2026**, at **12.30 P.M. (IST) through video conferencing / other audio Visual means** to transact the special businesses **("EGM")**.

Dear Sir / Madam,

Please see attached EGM Notice in relation to the scheduled EGM, sent through electronic mode to members of the Company whose email IDs are registered with the Company / depositories.

The EGM Notice is also hosted on the Company's website at https://fabtechcleanroom.com/wp-content/uploads/2026/07/Notice-to-Shareholders.pdf

The schedule of the remote e-voting is set out below:

Cut-off date for e-voting	Monday, August 10, 2026
E-voting start date and time	Thursday, August 13, 2026 (09:00 a.m.) (IST)
E-voting end date and time	Sunday, August 16, 2026 (05:00 p.m.) (IST)

For and behalf of **Fabtech Cleanrooms Limited** *(formerly known as Fabtech Technologies Cleanrooms Limited)*

Amjad Adam Arbani
Digitally signed by Amjad Adam Arbani
Date: 2026.07.25 17:20:43 +05'30'

Amjad Arbani
Director
DIN: 02718019

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NOTICE

NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS ("SHAREHOLDERS" OR THE "MEMBERS") OF FABTECH CLEANROOMS TECHNOLOGIES LIMITED (FORMERLY KNOWN AS FABTECH TECHNOLOGIES CLEANROOMS LIMITED) ("COMPANY") THAT AN EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE COMPANY WILL BE HELD ON MONDAY, AUGUST 17, 2026, AT 12:30 PM (IST) THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

ITEM NO. 1

ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE PROMOTERS AND MEMBER OF THE PROMOTER GROUP OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a ***Special Resolution****:*

"**RESOLVED THAT** pursuant to provisions of Sections 23(1)(b), Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended **("CA 2013")** read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in the Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Limited (SME Platform) (**"BSE" or "Stock Exchange"**), on which the equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each **("Equity Shares")** are listed on Stock Exchange and in accordance with the guidelines, rules and regulations, as amended issued by Securities and Exchange Board of India **("SEBI"),** including 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 LODR Regulations")**, the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, as amended **("SEBI SAST Regulations")**, the Foreign Exchange Management Act, 1999 **("FEMA")** as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued by the Reserve Bank of India **("RBI")**, Ministry of Corporate Affairs **("MCA")** and any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder)**,** consent of the members of the Company **("Members")** be and is hereby accorded to authorize, offer, issue, and allot on preferential basis in one or more tranches maximum upto **3,80,711 (Three Lakhs Eighty Thousand Seven Hundred and Eleven)** warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 10/- (Indian Rupees Ten Only) ("**Warrants**") at a price of **INR 394/- (Indian Rupees Three Hundred and Ninety-Four Only)** each payable in cash ("**Warrants Issue Size**"), aggregating upto **INR 15,00,00,134/- (Indian Rupees Fifteen Crore One Hundred and Thirty Four Only)**, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the Promoters and Member of the Promoter Group of the Company (hereinafter referred to as "**Proposed Allottees** or **Warrant Holders"**) as mentioned below, by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this EGM notice, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the CA 2013, as the Board may determine **("Warrants Issue")**.

Sl.	Name of Proposed Allottees/Warrant Holders	Maximum up to number of Warrants	*Maximum Amount in INR*		
			Subscription Price per Warrant	Exercise Price per Warrant	Total
1.	Amer Aasif Khan	2,29,916	2,26,46,726.00	6,79,40,178.00	9,05,86,904
2.	Hemant Mohan Anavkar	47,239	46,53,041.50	1,39,59,124.50	1,86,12,166.00
3.	Manisha Hemant Anavkar	47,239	46,53,041.50	1,39,59,124.50	1,86,12,166.00
4.	Aarif Ahsan Khan	56,317	55,47,224.50	1,66,41,673.50	2,21,88,898.00
Total		**3,80,711**	**3,75,00,033.50**	**1,12,50,0100.50**	**15,00,00,134.00**

RESOLVED FURTHER THAT the 'relevant date' for the purpose of determination of the floor price for issue of the Warrants under the Warrants Issue, as above, as per provisions of Regulation 161, read with explanation thereto, of Chapter V of the SEBI ICDR Regulations is **Friday, July 17, 2026 ("Relevant Date")**, the date preceding Saturday, July 18, 2026, (which is a weekend/holiday), being the date 30 (Thirty) days prior to the date on which the EGM is proposed to be held to consider and approve the Warrants Issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants shall be subject to the following terms and conditions apart from other applicable terms as prescribed under applicable laws:

a) Each warrant held by the Proposed Allottees shall entitle them to apply for and obtain allotment of 1 (One) Equity Share at any time after the allotment of Warrants but on or before the expiry of 18 (Eighteen) months from the date of allotment **("Warrant Exercise Period")** of such Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable.

b) The Proposed Allottees shall pay **INR 98.50/- (Indian Rupees Ninety-Eight and Fifty Paisa Only)** per Warrant, being at least 25% of the issue price, as the warrant subscription price **("Warrant Subscription Price")**. The balance amount of **INR 295.50/- (Indian Rupees Two Hundred Ninety-Five and Fifty Paisa Only)** per Warrant **("Warrant Exercise Price")** shall be payable at the time of exercise of the Warrants in one or more tranches. Warrants Subscription Price and Warrants Exercise Price are together referred to as **("Warrants Issue Price")**.

c) The Articles of Association of the Company do not provide any method of determining the floor price for Warrants Issue.

d) The Warrants Issue Price is not less than **INR 393.60/- (Indian Rupees Three Hundred Ninety-Three and Sixty Paisa Only)**, being the floor price determined in accordance with the terms of the Regulation 164(1) of Chapter V of the SEBI ICDR Regulations **("Floor Price")**. Since the Warrants Issue will not result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, the Company has not obtained valuation report from an independent registered valuer in terms of Regulation 166A(1) of SEBI ICDR Regulations and accordingly, the requirement of obtaining recommendation from a committee of independent directors of the Company is terms of Regulation 166A(2) is not required.

e) The Proposed Allottees shall be entitled to exercise its option to convert any or all of the Warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised/converted along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the members of the Company prior to or at the time of conversion. The Company shall accordingly issue and allot the corresponding number of Equity Shares of the Company to the Proposed Allottees.

f) In the event the Proposed Allottees do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

g) The pre-preferential allotment shareholding of the Proposed Allottees in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

h) The Warrants being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

i) The Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

j) The Warrants, until converted into Equity Shares, do not give the Proposed Allottees any voting rights in the Company in respect of such Warrants.

k) The Equity Shares allotted on conversion of the Warrants shall rank pari-passu in all respects including the payment of dividend and voting rights with the then existing equity shares of the Company.

l) The Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval or permission.

m) The Equity Shares arising on conversion of such Warrants shall be issued and allotted by the Company only in dematerialized form.

n) The Equity Shares arising from the exercise/conversion of the Warrants will be listed on Stock

Exchange, subject to the receipt of necessary regulatory permissions and approvals and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

o) The Warrants Issue Price and/or the number of Equity Shares to be allotted on conversion of the Warrants shall be appropriately adjusted, if applicable, in accordance with Chapter V of the SEBI ICDR Regulations.

p) The Proposed Allottees shall make payment of Warrants Issue Price from its own bank account into the designated bank account of the Company.

q) The Warrants Issue is less than INR 100 Crores (Indian Rupees One Hundred Crore Rupees) thus the Company has not appointed Monitoring Agency in terms of Regulation 162A of the SEBI ICDR Regulations.

r) The Warrants and Equity Shares allotted pursuant to the conversion shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

Without prejudice to the generality of the above, the issue of Warrants shall be subject to the terms and conditions as contained in the explanatory statement annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT pursuant to the provisions of the CA 2013, the name of the Proposed Allottees shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the CA 2013 and the SEBI ICDR Regulations containing the terms and conditions, together with an application form be issued to Promoter Allottees inviting them to subscribe to the Warrants with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, Chief Executive Officer, Chief Financial Officer, Company Secretary of the Company (collectively referred as **"Authorized Persons**") be and are hereby severally authorized on behalf of the Company to do all such other acts, deeds, matters and things as they may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

a) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;

b) to negotiate, finalize and execute all necessary agreements / documents / form filings / applications to effect the above resolution, including to make applications to applicable regulatory authorities, like application to the Stock Exchange for obtaining in-principle approval for the Warrants to be allotted pursuant to the Warrants Issue, to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**"), filing of requisite documents with the Registrar of Companies, Mumbai I, Depositories and/ or such other authorities as may be necessary and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and for obtaining listing approval and trading approval for the Equity Shares to be allotted upon conversion of the Warrants;

c) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the Equity Shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Authorized Persons in its absolute discretion shall deem fit;

d) to issue and allot the Warrants and such number of Equity Shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the members of the Company;

e) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and consultants, advisors, counsels for the issue of the Warrants and the Equity Shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis; and

f) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Authorized Persons shall be final and conclusive.

RESOLVED FURTHER THAT the Authorized Persons be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any officer of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Authorized Persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby deemed to approved, ratified and confirmed in all respects by the members of the Company.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any directors or the Company Secretary of the Company, may be furnished to any person(s) as may be required.

By order of the Board of Directors

For **Fabtech Cleanrooms Limited** *(formerly known as Fabtech Technologies Cleanrooms Limited)*

Sd/-

Amjad Arbani
Director
DIN: 02718019

Place: Mumbai
Date: July 25, 2026

NOTES:

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025 **('MCA Circulars')** and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at https://fabtechcleanroom.com/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 13th August, 2026 at 09:00 A.M. and ends on 16th, August, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 10th August, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 10th August, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting

	website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **“Register Online for IDeAS Portal”** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

   c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Office@csdakamat.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Suketh Shetty at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@fabtechnologies.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@fabtechnologies.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@fabtechnologies.com. The same will be replied by the company suitably.

6. Shareholders to mail on secretarial@fabtechnologies.com to register themselves as speaker on or before 10th August 2026. Any email received post 10th August will not be considered.

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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH APPLICABLE REGULATIONS AND CIRCULAR ISSUED BY SEBI AND STOCK EXCHANGE

Item No. 1:

The Company proposes to raise funds through the Warrant Issue to meet its working capital and general corporate purpose.

Towards this, it is proposed to issue maximum upto **3,80,711 (Three Lakhs Eighty Thousand Seven Hundred and Eleven)** Convertible warrants **("Warrants")**, each warrant being convertible into one fully paid-up equity share of the Company having a face value of INR 10/- (Indian Rupees Ten Only) each, within a period of 18 (eighteen) months from the date of allotment of the Warrants, in accordance with applicable law, at an issue price of **INR 394/- (Indian Rupees Three Hundred and Ninety Four Only)** per Warrant (inclusive of the warrant subscription price and the warrant exercise price), aggregating upto **INR 15,00,00,134/- (Indian Rupees Fifteen Crore One Hundred and Thirty Four Only)**, to the Promoters and the Member of the Promoter Group of the Company (the **"Proposed Allottees"** or **"Warrant Holders"**), by way of preferential issue **("Warrants Issue")** as mentioned below in the following manner:

Sl.	Name of Proposed Allottees/Warrant Holders	Maximum up to number of Warrants	*Maximum Amount in INR*		
			Subscription Price per Warrant	Exercise Price per Warrant	Total
1.	Amer Aasif Khan	2,29,916	2,26,46,726.00	6,79,40,178.00	9,05,86,904
2.	Hemant Mohan Anavkar	47,239	46,53,041.50	1,39,59,124.50	1,86,12,166.00
3.	Manisha Hemant Anavkar	47,239	46,53,041.50	1,39,59,124.50	1,86,12,166.00
4.	Aarif Ahsan Khan	56,317	55,47,224.50	1,66,41,673.50	2,21,88,898.00
Total		**3,80,711**	**3,75,00,033.50**	**11,25,00,100.50**	**15,00,00,134.00**

The approval of the members is accordingly being sought by way of passing a '***Special Resolution***' under the provisions Sections 23(1)(b), Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended **("CA 2013")** read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in the Memorandum of Association and Articles of Association of the Company, guidelines, rules and regulations, as amended issued by Securities and Exchange Board of India **("SEBI"),** including 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 LODR Regulations")**, the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, as amended **("SEBI SAST Regulations")**, the Foreign Exchange Management Act, 1999 **("FEMA")** as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued by the Reserve Bank of India **("RBI")**, Ministry of Corporate Affairs **("MCA")** and any other competent authorities, for Item No. 1 of this EGM notice.

1. **(A) Particulars of the offer including date of passing of board resolution, (B) kind of Securities offered and the price at which security is being offered, (C) maximum number of Securities**

to be issued, (D) amount which the company intends to raise by way of issue of securities:

The Board of Directors of the Company has in their meeting held on **Monday, July 20, 2026** has approved issue maximum upto **3,80,711 (Three Lakhs Eighty Thousand Seven Hundred and Eleven)** Convertible warrants **("Warrants")**, each warrant being convertible into one fully paid-up equity share of the Company having a face value of INR 10/- (Indian Rupees Ten Only) each, within a period of 18 (eighteen) months from the date of allotment of the Warrants, in accordance with applicable law, at an issue price of **INR 394/- (Indian Rupees Three Hundred and Ninety Four Only)** per Warrant (inclusive of the warrant subscription price and the warrant exercise price), aggregating upto **INR 15,00,00,134/- (Indian Rupees Fifteen Crore One Hundred and Thirty Four Only)**, to the Promoters and Member of the Promoter Group of the Company (the **"Proposed Allottee(s)"** or **"Warrant Holders"**), by way of preferential issue **("Warrants Issue")** in the following manner as mentioned below:

Sl.	Name of Proposed Allottees/Warrant Holders	Maximum up to number of Warrants	*Maximum Amount in INR*		
			Subscription Price per Warrant	Exercise Price per Warrant	Total
1.	Amer Aasif Khan	2,29,916	2,26,46,726.00	6,79,40,178.00	9,05,86,904
2.	Hemant Mohan Anavkar	47,239	46,53,041.50	1,39,59,124.50	1,86,12,166.00
3.	Manisha Hemant Anavkar	47,239	46,53,041.50	1,39,59,124.50	1,86,12,166.00
4.	Aarif Ahsan Khan	56,317	55,47,224.50	1,66,41,673.50	2,21,88,898.00
Total		**3,80,711**	**3,75,00,033.50**	**11,25,00,100.50**	**15,00,00,134.00**

Upon allotment of the Warrants, the Warrant Holders shall pay **INR 98.50/- (Indian Rupees Ninety-Eight and Fifty Paisa Only)** per Warrant, being at least 25% of the issue price, as the warrant subscription price **("Warrant Subscription Price")**. The balance amount of **INR 295.50/- (Indian Rupees Two Hundred Ninety-Five and Fifty Paisa Only)** per Warrant **("Warrant Exercise Price")** shall be payable at the time of exercise of the Warrants in one or more tranches or at the time of exercising the conversion of the Warrants into Equity Shares. Warrants Subscription Price and Warrants Exercise Price are together referred to as **("Warrants Issue Price")**.

In the event the Warrants are not exercised within the stipulated period of 18 (eighteen) months, the Warrants shall lapse and the Warrant Subscription Price paid shall stand forfeited in accordance with applicable law.

The Warrants shall be issued in accordance with the provisions of Sections 23(1)(b), Section 42, Section 62(1)(c) of the Companies Act, 2013, read with applicable rules thereto, as amended **("CA 2013")**, Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("SEBI ICDR Regulations")**, the SEBI Listing Regulations and other applicable laws, rules, and regulations, as amended from time to time, and shall be subject to the approval of the regulatory / statutory authorities as may be required, including from Registrar of Companies, Mumbai I **("ROC")**, and BSE Limited (**"BSE" or "Stock Exchange"**)

The Company intends to raise upto **INR 15,00,00,134/- (Indian Rupees Fifteen Crore One Hundred and Thirty-Four Only)** from the Warrants Issue.

The Proposed Allottees as mentioned below in the table are the Promoters and the Member of the Promoter Group of the Company and shall remain to be so after the allotment of Warrants and Equity Shares allotted pursuant to conversion under the Warrants Issue.

Sl.	Name of Proposed Allottees/Warrant Holders	Maximum up to number of Warrants
1.	Amer Aasif Khan	2,29,916
2.	Hemant Mohan Anavkar	47,239
3.	Manisha Hemant Anavkar	47,239
4.	Aarif Ahsan Khan	56,317
	Total	**3,80,711**

The other significant details of the Warrants Issue are contained as part of the below other disclosures.

2. Objects of the Warrants Issue:

The Company intends to utilize the issue proceeds (including forfeited Warrants Subscription Price, if any) towards the following objects unless otherwise permitted under the applicable laws, assuming timely receipt of funds under the Warrants Issue:

Sl.	Particulars	Amount (in INR) #	Utilization period
1.	Towards working capital of the Company	11,30,00,134	On or before March 31, 2029
2.	Towards general corporate purpose	3,70,00,000 (Not exceeding)	On or before March 31, 2028
	Total	15,00,00,134.00	

The estimated funding requirements are based on Company's management's past experience and proposed business plan and may vary on account of factors beyond the Company's management's, hence amount specified for the aforementioned objects may deviate +/- 10% (ten percent) depending upon the future circumstances.

In the event, the full Warrants Issue Price is not received by the Company, the amounts proposed to be utilised towards each object of the issue shall be adjusted and/or proportionately reduced.

The utilisation of funds towards general corporate purposes shall not exceed 25% of the total funds raised pursuant to the Warrant Issue. Further, as the proceeds from the Warrants shall be received in multiple tranches, including at the time of subscription and upon conversion, the Company shall ensure that the amount utilised towards general corporate purposes at any point in time does not exceed the funds actually received under the Warrant Issue.

<u>Interim use of the issue proceeds</u>: Pending utilization of the proceeds from the Warrants Issue, the Company may invest such proceeds in money market instruments including money market mutual funds/liquid funds, deposits in scheduled commercial banks or any other investment as permitted under applicable law.

If the issue proceeds are not completely utilized for each of the object as per the indicative timelines mentioned in the above table, then, such amount will be utilised in subsequent periods, in compliance with applicable laws.

3. Monitoring of utilization of funds:

The Warrants Issue is less than INR 100,00,00,000/- (Indian Rupees One Hundred Crore Only) thus the Company has not appointed Monitoring Agency in terms of Regulation 162A of the SEBI ICDR Regulations.

4. Intent of the promoters, directors or key managerial personnel, senior management of the Company to subscribe to the Warrants Issue:

As stated below, the Warrants and the Equity Shares to be allotted upon conversion of the Warrants are proposed to be offered, issued, and allotted to the Proposed Allottees as mentioned below are the Promoters and the Member of the Promoter Group of the Company.

Sl.	Name of Proposed Allottees	Maximum Number of Convertible Warrants
1.	Amer Aasif Khan	2,29,916
2.	Hemant Mohan Anavkar	47,239
3.	Manisha Hemant Anavkar	47,239
4.	Aarif Ahsan Khan	56,317
	Total	**3,80,711**

Save and except as stated above, no other promoters, directors, key managerial personnel, or members of the senior management of the Company shall subscribe to the Warrants under the Warrants Issue.

5. Shareholding pattern of the Company before and after the Warrants Issue:

(Data as on July 17, 2026)

Category of Shareholders	Pre-issue		Post-Allotment #	
	No. of Equity Shares	%	No. of Equity Shares	%
Promoter & Promoter Group	84,37,450	68.49	88,18,161	69.43
1. **Indian**				
a. Individuals / HUF	84,31,450	68.44	88,12,161	69.39
b. Central / State Government	0	0	0	0
c. Financial Institutions / Banks	0	0	0	0
d. Bodies Corporate	0	0	0	0
e. Promoters Trusts	0	0	0	0
f. Person Acting in Concert	0	0	0	0
2. **Foreign**				
a. Individuals(Non- Resident individuals/ Foreign Individuals)	6,000	0.05	6,000	0.05
b. Government	0	0	0	0
c. Institutions	0	0	0	0
d. Foreign Portfolio Investor	0	0	0	0
e. Any Other (Specify)	0	0	0	0

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Total Promoter/ Promoter Group (A)	**84,37,450**	**68.49**	**88,18,161**	**69.43**
Public Shareholders				
1. Institutions	7,88,400	6.40	7,88,400	6.21
2. Central / State Government	0	0	0	0
3. Non-Institutions	30,93,512	25.11	30,93,512	24.36
Total Public Shareholding (B)	**38,81,912**	**31.51**	**38,81,912**	**30.57**
TOTAL (A+B)	**1,23,19,362**	**100**	**1,27,00,073**	**100**

The above post issue shareholding pattern is presented, assuming full subscription and conversion of all the Warrants into equivalent number of equity shares of the Company.

6. Time frame within which the Warrants Issue shall be completed:

As required under the SEBI ICDR Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the special resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

Further, upon exercise of the option by the Proposed Allottees to convert the Warrants within a period of 18 months, the Equity Shares, pursuant to exercise of Warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

7. Identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post Warrants Issue capital that may be held by them and change in control, if any, in the Company consequent to the Warrants Issue:

The Warrants are proposed to be allotted to the natural persons as mentioned below, being the Promoters and the Member of the Promoter Group of the Company, thus there is no ultimate beneficial owner. Further, the individuals / Proposed Allottees are not being controlled by / accustom to act on instructions of anyone.

The Warrants Issue will not result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, the Company has not obtained valuation report from an independent registered valuer in terms of Regulation 166A(1) of SEBI ICDR Regulations and accordingly, the requirement of obtaining recommendation from a committee of independent directors of the Company is terms of Regulation 166A(2) is not required.

The pre and post issue holding of the Proposed Allottees is as under:

(Data as on Friday, July 17,2026)

Name of the Proposed Allottees and PAN	Pre-issue equity holding	Maximum No. of Warrants to be issued / allotted	Post-issue holding #	Ultimate beneficial owners of the Proposed Allottees

						and PAN *
	No. of Equity Shares	% of the holding		No. of Equity Shares	% of the holding	
Amer Aasif Khan PAN: GEJPK3373D	Nil	Nil	2,29,916	2,29,916	1.81%	Not applicable
Hemant Mohan Anavkar PAN: AAGPA9722P	10,41,153	8.45%	47,239	10,88,392	8.57%	Not applicable
Manisha Hemant Anavkar PAN: ADTPA8376P	10,38,756	8.43%	47,239	10,85,995	8.55%	Not applicable
Aarif Ahsan Khan PAN: AAEPK7770R	12,48,100	10.13%	56,317	13,04,417	10.27%	Not applicable

The above post issue shareholding pattern is presented, assuming full subscription and conversion of all the Warrants into equivalent number of equity shares of the Company.

***** The Warrants are proposed to be allotted to the natural persons as mentioned below, being the Promoters and the Member of the Promoter Group of the Company, thus there is no ultimate beneficial owner. Further, the individuals / Proposed Allottees are not being controlled by / accustom to act on instructions of anyone.

8. Change in control or management, if any that would occur in the Company consequent to the Warrants Issue

There shall be no change in the management or control of the Company pursuant to the aforesaid issue of the Warrants Issue and the Equity Shares allotted pursuant to exercise of such Warrants, Accordingly, there shall be no change in the status of category of the Proposed Allottees post Warrants Issue. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Warrants Issue.

9. Relevant Date:

In terms of Regulation 161 read with explanation thereto, of the SEBI ICDR Regulations, the relevant date for the purpose of Warrants Issue shall be **Friday, July 17, 2026 (“Relevant Date”)**, the date preceding Saturday, July 18, 2026 (which is a weekend/holiday), being the date 30 (Thirty) days prior to the date on which the EGM is proposed to be held to consider and approve the Warrants Issue.

10. Pricing and Basis or justification for the price (including the premium, if any) that has been arrived:

The Warrants Issue Price is determined in accordance with Regulation 164 of the SEBI ICDR Regulations.

In terms of Regulation 164(1) of the SEBI ICDR Regulations, the Equity Shares of the Company is listed on BSE Limited ("**BSE**") for the period of more than 90 trading days as on the Relevant Date.

The Company equity shares are listed only on BSE SME Platform and thus test for determining the stock exchange which has highest trading volume in terms of Regulation 164(5) of the SEBI ICDR Regulations is not applicable.

In terms of Regulation 164(5) of the SEBI ICDR Regulations, the trading volume of the Equity Shares during the 240 trading days preceding the relevant date is more than ten per cent of the total number of shares of the Company hence the shares of the Company are frequently traded.

In terms of the applicable provisions of the SEBI ICDR Regulations, the Warrants Issue Price at which the Warrants shall be allotted shall be not less than higher than the following, being higher of the following:

(a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. **INR 302.37/- (Indian Rupees Three Hundred Two and Thirty-Seven Paisa Only)** per equity share.

(b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. **INR 393.60/- (Indian Rupees Three Hundred Ninety-Three and Sixty Paisa Only)** per equity share.

(c) Floor price determined in accordance with the provisions of the articles of association of the Company: Not applicable, since the articles of association of the Company do not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

In view of the above, the Board has approved a Warrant Issue Price of **INR 394/- (Indian Rupees Three Hundred and Ninety-Four Only)** per Warrant (inclusive of the warrant subscription price and the warrant exercise price), which is not lower than the floor price computed in terms of Regulation 164(1) of the SEBI ICDR Regulations.

Upon allotment of the Warrants, the Warrant Holders shall pay **INR 98.50/- (Indian Rupees Ninety-Eight and Fifty Paisa Only)** per Warrant, being at least 25% of the issue price, as the warrant subscription price. The balance amount of **INR 295.50/- (Indian Rupees Two Hundred Ninety Five and Fifty Paisa Only)** per Warrant shall be payable at the time of exercise of the Warrants.

Further, the floor price determined based on consideration of Pricing Certificate dated July 20, 2026 received from K S N C & CO LLP, Chartered Accountants, FRN No: W100609, for the purpose of undertaking pricing of the equity shares of the Company for issuance of Warrants through preferential allotment. The said certificate is hosted on the website of the company at https://fabtechcleanroom.com/wp-content/uploads/2026/07/Pricing-Certificate.pdf

The Warrants Issue will not result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, the Company has not obtained valuation report from an independent registered valuer in terms of Regulation 166A(1) of SEBI ICDR Regulations and accordingly, the requirement of obtaining recommendation from a committee of independent directors of the Company is terms of Regulation 166A(2) is not required.

11. Undertaking for re-computation of price and lock-in:

In event the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

12. Principal terms of assets charged as securities:

None.

13. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment of equity shares or securities convertible into equity shares of the Company on a preferential basis during the current financial FY 2026-2027.

14. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable.

15. Lock-in period:

The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.

Entire pre-preferential allotment shareholding of the Warrant Holders, in the Company is locked-in as per the provisions of the SEBI ICDR Regulations.

16. Listing:

The Company will make an application to Stock Exchange where the existing Equity Shares are presently listed for listing of the Equity Shares that will be issued on conversion of Warrants.

Such Equity Shares, once allotted, shall rank pari passu with existing Equity Shares of the Company, including voting rights and dividend.

17. Certificate from Practicing Company Secretary

As per Regulation 163(2) of the ICDR Regulations, a certificate dated July 24, 2026 is obtained from KJB & Co. LLP, the Practicing Company Secretary confirming that the proposed issue of warrants is being made in accordance with the requirements contained in Chapter V of the

SEBI (ICDR) Regulations, 2018 is obtained and available at the website of the Company viz. https://fabtechcleanroom.com/wp-content/uploads/2026/07/Certificate-from-Practising-Company-Secretary.pdf

18. Disclosure pertaining to wilful defaulters / fraudulent borrower and fugitive economic offender:

The details pertaining to wilful defaulters/ fraudulent borrower are not applicable as none of the Company, its directors or Promoters or Promoter Group are categorized as wilful defaulter(s) or a fraudulent borrower, in terms of the guidelines issued by Reserve Bank of India and as defined under SEBI ICDR Regulations.

None of the Directors or Promoters or Promoter Group of the Company are fugitive economic offenders as defined under the SEBI ICDR Regulations.

19. Material terms of raising such securities

The material terms for the Warrants Issue of Warrants to the Proposed Allottees are set out below:

(a) The current and proposed status of the proposed allottees post Preferential Issue namely, promoter or non-promoter: The Proposed Allottees viz. Amer Aasif Khan, Hemant Mohan Anavkar, Manisha Hemant Anavkar and Aarif Ahsan Khan are the Promoters and the Member of the Promoter Group of the Company and shall remain to be so after the allotment of Warrants and Equity Shares allotted pursuant to conversion under the Warrants Issue.

(b) Tenure:

The Warrants shall be convertible into Equity Shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

(c) Conversion and other related matters:

1. The Warrant holders shall have the right to convert the Warrants into fully paid-up Equity Shares in one or more tranches, by delivering a notice of conversion ("**Conversion Notice**") to the Company requesting the conversion of the relevant number of Warrants into Equity Shares, on the date designated as the specified conversion date in the Conversion Notice ("**Conversion Date**").

2. The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.

3. Prior to the Conversion Date, the Warrant holders shall pay the Warrant Exercise Price amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holders in lieu of the relevant Warrants.

4. The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant Exercise Price in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holders and the relevant documents thereof are maintained by the Company as on the date of certification.

5. The Company shall issue and allot the equity shares to the Proposed Allottees in dematerialized form and seek final approval from the Stock Exchange for listing the equity shares allotted to the Warrant holders pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 15 days from the Conversion Date.

6. The Warrant holders shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Warrants Issue and conversion of the Warrants, if applicable.

7. The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holders issues a Conversion Notice.

(d) Lock-in:

The Warrants and the Equity Shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

(e) Rights:

The Warrants shall not carry any voting rights until they are converted into Equity Shares.

(f) Change of control:

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the proposed Warrants Issue or allotment of equity shares pursuant to conversion of warrants.

20. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:

None, except that the Proposed Allottees (being the Promoter and the Member of the Promoter Group of the Company) shall will pay to the Company towards the Warrants Issue i.e., INR 15,00,00,134.00/- (Indian Rupees Fifteen Crore One Hundred and Thirty-Four Only).

21. Undertakings and disclosures:

(a) In terms of the SEBI ICDR Regulations, the Company hereby undertakes that the Company is listed on BSE Limited (SME Platform) and the Equity Shares of the

Company are frequently traded in accordance with SEBI ICDR Regulations.

(b) None of the Company, its Directors or Promoter have been declared as wilful defaulter by any bank or financial institutions or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

(c) As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

(d) If the Company is required to re-compute the price of the specified securities, in terms of the applicable SEBI ICDR Regulations, the Company undertakes to comply with the same. Further, if the amount payable on re-computation of the price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by allottees.

(e) The Company shall ensure that the consideration of Warrants Issue is paid in cash through normal banking channel and shall be received from Proposed Allottees bank account.

(f) There are no dues pending to be paid by the Company to SEBI, Stock Exchange or Depositories.

(g) The Company is in compliance with the conditions of continuous listing of Equity shares as specified in the listing agreement with the Stock Exchanges where the Equity shares of the Company are listed.

(h) The Company has obtained Permanent Account Numbers of the Proposed Allottees.

(i) The Company shall make application seeking in-principle approval to the Stock Exchange in compliance with SEBI ICDR Regulations and Stock Exchange approval checklist.

(j) All the Equity Shares held by the Proposed Allottees in the Company are in dematerialized form.

(k) The Company is eligible to make the Preferential Allotment to its promoter and member of promoter group under Chapter V of the SEBI ICDR Regulations.

(l) The Promoter and members of the Promoter Group have not sold Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

(m) The Board has appointed D.A Kamat & Co, Company Secretaries, as the scrutinizer for conducting the e-voting process in a fair and transparent manner.

(n) The Warrants Issue is in compliance with the CA 2013, Chapter V of the SEBI ICDR Regulations and any other rules / regulations / guideline, if any, prescribed by any other regulatory authorities. As required under Regulation 163(2) of the ICDR Regulations, a certificate dated July 24, 2026 is obtained from KJB & Co LLP, the

Practicing Company Secretaries confirming that the proposed issue of warrants is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018 is obtained and available at the website of the Company viz. https://fabtechcleanroom.com/wp-content/uploads/2026/07/Certificate-from-Practising-Company-Secretary.pdf

(o) All documents referred to in the resolution shall be posted on the website of the Company at https://fabtechcleanroom.com/stock-exchange-disclosures/ and will be available for inspection in accordance with the applicable laws.

22. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

Aarif Ahsan Khan, Chairman & Non- Executive Director, is deemed to be interested in the resolution to proposed allotment.

Except, Aarif Ahsan Khan, Chairman & Non- Executive Director, and their relatives who are the members of the Promoter Group, none of the other directors, Key Managerial Persons or their relatives in anyway, concerned or interested in the said resolution.

In terms of the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("**Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"), Chapter V of ICDR Regulations the said Warrant issue requires prior approval of the shareholders of the Company by way of a special resolution.

The Board believes that the proposed Warrant issue is in the best interest of the Company and its shareholders and therefore recommends the special resolution as set out herein in the accompanying notice for your approval.

Pursuant to Regulation 23(4) of the Listing Regulations, all related parties shall not vote on resolutions for approval of material related party transactions, irrespective of whether the entity is a related party to a particular transaction or not. However, Regulation 2(zc) of the SEBI LODR Regulations, which defines related party transactions, excludes the issuance of specified securities on a preferential basis. Accordingly, the issuance of warrants through a preferential issue does not constitute a related party transaction, and therefore all members, including related parties, are permitted to vote on the resolution for such issuance.

By order of the Board of Directors

For Fabtech Cleanrooms Limited
(formerly known as Fabtech Technologies Cleanrooms Limited)

Sd/-

Amjad Arbani
Director
DIN: 02718019