CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF DEVSON CATALYST LIMITED (FORMERLY KNOWN AS DEVSON CATALYST PRIVATE LIMITED) AT THEIR EXTRA ORDINARY GENERAL MEETING HELD ON FRIDAY, DECEMBER 26, 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 213-218 & 233-237, PHASE II, AMBAWADI, GIDC, WADHWAN, SURENDRANAGAR, GUJARAT – 363 030, INDIA WHERE THE REQUIRED NUMBER OF QUORUM UNDER THE LAW ARE PRESENT

TO ISSUE OF EQUITY SHARES UNDER INITIAL PUBLIC OFFERING: SPECIAL RESOLUTIONS

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 26, 28, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof), for the time being in force, ("Companies Act, 2013"), the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules and regulations framed there under including the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and the SECC Regulations, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations"), the Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations made there under and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, the Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("**SEBI**") or any other competent authority (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and other third parties, and subject to such conditions as may be prescribed by them while granting such approvals, consents, permissions and 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 duly constituted committee of the Board) consent of the members of the company, be and is hereby accorded to create, offer, issue and allot in an initial public offering of Equity Shares up to 36,76,800 (Thirty Six Lakh Seventy Six Thousand Eight Hundred only) equity shares of face value of ₹ 10.00 (Rupees Ten only) each ("Equity Shares") ("Equity Shares") or such other equity shares as may be decided by the Board, at a price including premium to be determined, in accordance with the book building process/fixed price process or any other method as may be prescribed by the ICDR Regulations, which shall include market making up to a certain number of Equity Shares as the Board may at its discretion decide in consultation with the Merchant Banker and as may be permissible;

RESOLVED FURTHER THAT subject to such regulatory approvals as may be required, the Issue shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI (ICDR) Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company, other persons or entities, as may be permissible under applicable law, including reservation for any permissible persons or categories of investors, in accordance with the provisions of the SEBI (ICDR) Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, 2013, SCRA, SCRR, FEMA and other applicable law;

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the Equity Shares and the utilization of the issue proceeds as it may deem fit and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications,

changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the issue, appoint the Merchant Bankers, bankers to the issue and other intermediaries or agencies concerned or as the Board may suo moto decide in its absolute discretion in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorised herein, and that all or any of the powers conferred on the Board by this resolution may be exercised by the Board;

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things and execute all such other documents, etc. as they may deem fit in its absolute discretion, and settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the fresh issuance out of the authorized share capital of the Company ("Fresh Issue");

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Issue and the listing of the Equity Shares pursuant to the Issue, in the best interest of the Company, including determination of the timing, size and price in relation to the Issue in consultation with the Merchant Banker to the Issue and approve and appoint intermediaries, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, issue, allotment and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Issue, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the members and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board;

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Issue as aforesaid shall be listed on one or more recognized stock exchanges in India;

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Issue as aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing Equity Shares in all respects, including rights in respect of dividend;

RESOLVED FURTHER THAT over subscription to the extent of 10% of the Issue shall be retained for the purpose of rounding off while finalizing the basis of allotment in relation to the Issue;

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

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not transferred in the Issue may be disposed off by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks /financial institutions/ investment institutions / mutual funds / foreign institutional investors/foreign portfolio investors/bodies corporate /such other persons or otherwise;

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions

for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be;

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Compliance Officer and the Company Secretary be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities."

For, Devson Catalyst Limited
(formerly known as Devson Catalyst Private Limited)

Savanbhai Prahladbhai Patel
Managing Director
DIN: 07346200

DEVSON CATALYST LIMITED
INDIA

Date: 26/12/2025
Place: Wadhwan, Surendra Nagar

EXPLANATORY STATEMENT

(PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD II ON GENERAL MEETING ISSUED BY ICSI)

Item No. 2

TO ISSUE OF EQUITY SHARES UNDER INITIAL PUBLIC OFFERING: SPECIAL RESOLUTIONS

In order to further meet the funding requirements of the Company so as to facilitate growth, the Board of Directors of your Company propose to make an Initial Public Offer of equity shares through a fresh issue of equity shares up to 36,76,800 (Thirty Six Lakh Seventy Six Thousand Eight Hundred only) equity shares of face value of ₹ 10.00 (Rupees Ten only) each each or such other equity shares as may be decided by the Board at such price as may be determined in any mode whether fixed or through Book- Building mechanism in consultation with the merchant banker(s) or any other advisor(s) and by following the procedures stated in the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof) and the Rules framed there under, the provisions of the Securities Contracts Regulations Act, 1956 and the Rules framed there under, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The shares would be eligible for being listed on recognized Stock Exchanges in India.

The Company needs to raise funds for expansion of the business of the Company which will be utilized, inter alia, for (1) funding of capital expenditure, (2) meeting working Capital (3) General Corporate Purpose, and (4) meeting Public Issue Expenses, etc.

The details regarding number of shares to be offered/ offer price shall be decided in consultation of merchant bankers.

Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the Companies Act, 2013, the SEBI (ICDR) Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

None of the directors, key managerial personnel or relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed in the resolution, except to the extent of their shareholding in the Company.

For, Devson Catalyst Limited
(formerly known as Devson Catalyst Private Limited)

Savanbhai Prahladbhai Patel
Managing Director
DIN: 07346200

DEVSON CATALYST LIMITED • INDIA •

Date: 26/12/2025
Place: Wadhwan, Surendra Nagar