

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING NO 06/2024-25 FOR THE FINANCIAL YEAR 2024-25 OF THE MEMBERS OF LEAPFROG ENGINEERING SERVICES LIMITED, HELD ON THURSDAY, 19TH DECEMBER, 2024 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NO. 496, CHAITHANYA DHRITI RUDRESH, 6TH MAIN, 8TH CROSS, VIJAYA BANK LAYOUT, BANNERGHATTA ROAD, BANGALORE, KARNATAKA, INDIA, 560076.

1. TO APPROVE THE ISSUE OF SHARES TO PUBLIC THROUGH INITIAL PUBLIC OFFERING (IPO):

Type of Resolution: Special Resolution.

“RESOLVED THAT in supersession of earlier resolution passed by the Members of the Company at its Extra-ordinary General Meeting held on Tuesday, October 01, 2024 and pursuant to the provisions of Sections 23(1)(a), 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or reenactment thereof, for the time being in force) (“Companies Act, 2013”) and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended from time to time (“SCRA”), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (“Listing Agreements”), the Foreign Exchange Management Act, 1999 (“FEMA”) as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time 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, 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 of Association and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities including but not limited to the Department of Industrial Policy and Promotion, Government of India (“DIPP”), the SEBI, the Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the jurisdictional Registrar of Companies (“ROC”), the stock exchange(s) and such other approvals, permissions and sanctions, as may be necessary, including any consent or approval under any contract or agreement and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed, to by the Board of Directors of the Company (hereinafter referred to as the “Board”), and pursuant to the approval of the Board of Directors in its meeting held on 16th December, 2024, the consent of the Members of the Company be and is hereby accorded for an initial public offering of the equity shares of the Company, and the Board be and is hereby authorized to create, offer, issue and allot upto 4,10,64,000 (Four Crore Ten Lakhs and Sixty Four Thousand) equity shares of Face Value of Re. 1/- each comprising of upto 3,71,76,000 (Three Crore Seventy One Lakhs and Seventy Six Thousand) equity shares of Face Value Re. 1/- each as Fresh Issue of Securities (“Fresh Issue”) and upto 38,88,000 (Thirty-Eight Lakhs and Eighty-Eight Thousand) equity shares of Face Value Re. 1/- each as Offer for Sale of Securities (“OFS/Offer for Sale”) by way of initial public offering of the equity shares of the Company, for cash at such price including premium, if any, as may be determined by the Board in consultation with the book running lead manager appointed in respect of the Offer (“BRLM”), by the book building process in terms of the SEBI ICDR Regulations or

otherwise in accordance with Applicable Laws (“IPO/Initial Public Offering”), out of the authorised share capital of the Company, to any category of person or persons as permitted under applicable laws, who may or may not be the shareholder(s) of the Company and as the Board may, at its sole discretion, decide in consultation with the BRLM so appointed, including but not limited to resident investors, mutual funds, non-resident Indians, qualified institutional buyers, Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, eligible Indian and/or multilateral financial institutions, eligible employees of the company (through reservation or otherwise), retail investors, body corporates, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors including the Pre-IPO investors, and Anchor Investors, if any, as defined under the SEBI ICDR Regulations (collectively referred to as the “Investors”), through a Draft Red Herring Prospectus (“DRHP”), Red Herring Prospectus (“RHP”), Prospectus and/or an issuing memorandum, as may be required and the decision to determine the category or categories of investors to whom the transfer/issue shall be made to the exclusion of all other categories of investors, considering the prevailing market conditions and other relevant factors wherever necessary and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM and that the Board may in consultation with the BRLM finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchange(s) as may be decided by the Board from time to time and that in case of oversubscription, an allotment of not more than 10% of the net offer to public be made for the purpose of making allotment in minimum lots in consultation with the stock exchange as the Board may in its absolute discretion deem necessary, appropriate or desirable.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees or shareholders (the “Reservation”) made under Regulation 254 of SEBI ICDR Regulations or to provide a discount to the issue price to retail individual bidders or eligible employees (the “Discount”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to allot equity shares and finalize other matters in connection with or incidental to the issue, including determining any anchor investor portion and allocate such number of equity shares to the anchor investors in accordance with the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT: -

- a) 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 and application monies received pursuant to the issue shall be refunded/unblocked within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law.

- b) details of all monies utilised out of the Offer as referred to above shall be disclosed and continued to be disclosed until the time any part of the Offer proceeds remains unutilised under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised; and
- c) details of all unutilised monies out of the Offer, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested.”

“RESOLVED FURTHER THAT Equity Shares to be issued by the company as mentioned in the foregoing resolution shall rank pair-passu with all existing Equity Shares of the company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the BRLM or Designated Stock Exchange or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure, without being required to seek any further consent or approval of the Members of the Company 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.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board of Directors be and is hereby authorized to finalise, approve, and execute the Draft Red Herring prospectus/Red Herring Prospectus/ Prospectus (“the Offer Documents”), to negotiate, prepare, file, finalise, modify, reapply, redo, execute and make necessary changes thereto and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, appointment of Book Running Lead manager (s) to the issue, Registrar the Issue, Bankers to the issues, Depository Participants, Custodians, legal Advisors to the Issue, Underwriters and other intermediates as may be required in terms of provisions of applicable laws, rules, regulations and guidelines, for the time being in force, the determination of terms and conditions for issuance of the Equity Shares, timing for issuance of such Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek 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.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board of Directors be and is hereby authorised on behalf of the company to seek listing of such Shares on one or more stock exchanges in India including SME platform;

“RESOLVED FURTHER THAT any of the Directors and the Company Secretary of Company, be and are hereby severally authorized on behalf of the Company to sign and execute all such deeds, agreements, writing, papers and documents etc. as may be required and to sign digitally and file necessary e-forms with Registrar of Companies, Karnataka and to do all such acts, deeds, matters and things as may be considered expedient and necessary in this regard in the best interest of the Company.

“RESOLVED FURTHER THAT the certified copies of this resolution be provided to those concerned under the hands of any Director and/or Company Secretary of the company wherever required.”

“CERTIFIED TRUE COPY”

For LEAPFROG ENGINEERING SERVICES LIMITED



Prabhav Narasimha Rao
Managing Director

DIN: 02277473

Address: C1-1205, L&T South City Apartments,
Arekere Mico Layout, Bannerghatta Road,
Bangalore – 560076

Date: 19/12/2024

Place: Bangalore

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

As required under Section 102 of the Companies Act, 2013 (Act), the following explanatory statements set out all material facts relating to the special business mentioned under ITEM No. 1 of the accompanying Notice dated 16th December, 2024.

Type of Resolution: Special Resolution.

The company proposes to raise funds by creating, offering, issuing and allotting up to **4,10,64,000 (Four Crore Ten Lakhs and Sixty Four Thousand)** equity shares of Face Value Re. 1/- each comprising of upto **3,71,76,000 (Three Crore Seventy One Lakhs and Seventy Six Thousand)** equity shares of Face Value Re. 1/- each as Fresh Issue of Securities ("**Fresh Issue**") and upto **38,88,000 (Thirty-Eight Lakhs and Eighty-Eight Thousand)** equity shares of Face Value Re. 1/- each as Offer for Sale of Securities ("**OFS/Offer for Sale**") by way of initial public offer of the equity shares of the Company, for cash at such price including premium, if any, on such terms and conditions and at such time as may be considered appropriate by the Board of Directors of the Company, to the various categories of permitted Investors who may or may not be the shareholders of the Company in the initial public offer, in consultation with the book running lead manager appointed in respect of the Offer ("BRLM"), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with applicable Laws by way of a fresh issuance of Equity Shares, out of the Authorised Share Capital of the Company in accordance with the applicable laws, including but not limited to the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations, 2018) as amended ('SEBI ICDR Regulations'). The equity shares if any issued and allotted pursuant to the offer shall rank pari passu in all respect with the existing equity shares of the Company.

The object of the issue is to achieve the benefit of listing the equity shares of the company on the stock exchange. The listing of the Equity shares will enhance the company's Brand name and provide liquidity to the existing shareholders. The resources raised through the issue may facilitate company's capital expenditure, working capital Requirements, meet the issue expenses, general corporate expenses and to meet any exigencies including pursuing new opportunities or any other objects as the Board may deem fit and as may be disclosed in the Offer Documents.

The Board of Directors of the Company believes that the issue of securities to investors whether existing shareholders or not, is in the interest of the Company and therefore recommends the resolution for your approval by way of **Special resolution**.

The Company will not make an offer of equity shares to any of the promoters, or members of the promoters group of the company in the offer. However, the Key Managerial personnel of the Company may apply for the equity shares in the various categories under the issue in accordance with the SEBI ICDR Regulations.

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

As required by Section 102 (3) of the Companies Act, 2013, the related documents shall be available for inspection at the Registered Office of the Company during business hours.

In view of the above and in terms of Section 23, 62(1) (c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made there under, as amended, the approval of the members of the Company is required by way of a **Special Resolution**.

Therefore, the Board recommends the proposed resolution as set out in *Item No 1* in the accompanying notice for the consideration and approval of the members by way of passing of Special Resolution.

Except to the extent of their shareholding and other than through their participation in the offer as mentioned above, none of directors and key managerial personnel of the Company and their relatives are concerned or interested in the proposed resolution, financially or otherwise.

**“CERTIFIED TRUE COPY”
For LEAPFROG ENGINEERING SERVICES LIMITED**



Prabhav Narasimha Rao
Managing Director
DIN: 02277473
Address: C1-1205, L&T South City Apartments,
Arekere Mico Layout, Bannerghatta Road,
Bangalore – 560076

Date: 19/12/2024
Place: Bangalore