

ECOB_{BOARD} INDUSTRIES LIMITED

REGISTERED OFFICE: 65/1A, Ecohouse, Akarshak Building Opp. Nal Stop, Karve Road Pune 411004

CIN: L24239MH1991PLC064087

Email: cs.ecoboard@gmail.com

Tel: (020) 40111927

Website: www.ecoyou.in/investor-relations

Date: January 06, 2025

BSE Limited

Corporate relationship Department
Phirozejeejeebhoy Towers
Dalal Street, fort
Mumbai -400001

BSE Scrip Code- 523732

Dear Sir/ Madam,

Subject: Extra Ordinary General Meeting Notice- Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Reference the captioned subject, please find enclosed herewith a copy of Notice of Extra Ordinary General Meeting dated January 31, 2025.

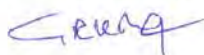
The Notice along with the Explanatory Statement, has been dispatched to all the Members whose names appear in the Register of Members or List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) as on January 03, 2025 ("**Cut-off date**") and who have registered their e-mail addresses with the Company and/or with the Depositories/Depository Participants, in accordance with General Circular No. 14/2020 dated April, 2020, General Circular No.17/2020 dated April13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021 and General Circular No.3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars").

Members holding shares in physical mode and who have not updated their email addresses with the Company/RTA and DP are requested to update their email addresses as per the instructions given in the enclosed Notice.

The copy of the said EGM Notice is being made available on the website of the Company, at the website www.ecoyou.in and on the websites of BSE Limited (www.bseindia.com). It is also being made available on the website of CDSL at the weblink <https://www.evotingindia.com>

You are requested to kindly take the above information on your records.

Thank you,
Yours faithfully,
For Ecoboard Industries Limited



Ramakrishna Raju Gottumukkala
DIN: 01516984
Chairman & Managing Director



Place: Hyderabad
Date: 06/01/2025
Encl: a/a

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of **Ecoboard Industries Limited** will be held on **Friday, the 31st day of January’ 2025** at 11:00 AM (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following businesses. The venue of the EGM shall be deemed to be the Registered Office of the Company, and the proceedings of the EGM shall be deemed to be made there at, to transact the following Special Businesses:

SPECIAL BUSINESSES:

ITEM # 1: APPROVAL FOR INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 25,00,00,000/- (Rupees Twenty-Five Crores) divided into 2,30,00,000 (Two Crore Thirty Lakhs) equity shares of ₹ 10/- (Rupees Ten) each and 2,00,000 (Two Lakhs) Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred) each to ₹ 34,00,00,000/- (Rupees Thirty-Four Crores) divided into 3,20,00,000 (Three Crore Twenty Lakhs) equity shares of ₹ 10/- (Rupees Ten) each 2,00,000 (Two Lakhs) Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred) each by creating 90,00,000 (Ninety Lakhs) Equity shares of ₹ 10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT pursuant to section 13 read with section 61 (1) (a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the shareholders of the Company , in terms of section 13 and section 61 of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the existing and the following be substituted in its place the following clause as Clause 5, be as under::

“Clause 5.

The Authorized Share Capital of the Company is Rs. 32,00,00,000/- rupees divided into 3,20,00,000 Equity Shares of Rs.10/- each and Rs. 20,00,00,000/- rupees divided into 2,00,000 Preference shares of Rs.100/- each. “

RESOLVED FURTHER THAT subject to and in accordance with the provisions of the Act, as may be applicable from time to time, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board of Directors to secure

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any further consent or approval of the members of the Company and further any acts, deeds or things done in this regard by and/or with authority of the Board, be and are hereby ratified”.

ITEM # 2: ISSUE OF CONVERTIBLE WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO PERSON(S) BELONGING TO NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the **“Act”**); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (**“ICDR Regulations”** or **“SEBI ICDR Regulations”**); and any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed (**“Stock Exchanges”**) and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (**“Listing Regulations”**); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), 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 may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, **on preferential basis**, in one or more tranches, up to maximum of **60,31,333** (Sixty Lakh Thirty One Thousand Three Hundred and Thirty Three Only) Convertible Warrants (**“Warrants”**) entitling the warrant holder to exercise option to convert and get allotted one Equity Share of face value of ₹ 10/- (Rupees Ten only) each fully paid-up against each warrant within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice and at a price of ₹ 30/- (Rupees Thirty Only) (including premium of ₹ 20/- each) (**hereinafter referred to as the “Issue Price” or “Warrants Issue Price”**), aggregating up to ₹ 18,09,39,990/- (Rupees Eighteen Crore Nine Lakh Thirty Nine Thousand Nine Hundred and Ninety only) or at such other higher prices and aggregate amount, if any, determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the following **‘Proposed Allottees’** as detailed herein below:

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S. No.	Name of Proposed Allottees	Category	Number of Warrants proposed to be allotted
1	Tony David	Non Promoter	8,000
2	Mudunuri Venkatraju	Non Promoter	7,500
3	Nandhyala Phanindra Varma	Non Promoter	7,500
4	Anil Prabhakar Bhosale	Non Promoter	5,000
5	Jayasing Vishnu Kadam	Non Promoter	4,000
6	Danduboina Suribabu	Non Promoter	2,500
7	Pankaj Mulchandji Gupta	Non Promoter	2,000
8	Rakesh Pradip Girme	Non Promoter	1,500
9	Tate Shankar Pandurang	Non Promoter	1,500
10	Amit Milind Dhandore	Non Promoter	1,500
11	Vivek Kumar Pandey	Non Promoter	1,500
12	Popat Bhimrao Palave	Non Promoter	1,000
13	Abhijit Ramchandra Mane	Non Promoter	1,000
14	Bapurao Hari Chaugule	Non Promoter	1,000
15	Vegesna Chandrasekhara Raju	Non Promoter	1,000
16	Mahesh Pandurang Bendre	Non Promoter	1,000
17	Sanjay Namdev Dhage	Non Promoter	500
18	Gottumukkala Madhavi Kumari	Non Promoter	80,000
19	Gottumukkala Sai Venkata Subba Raju	Non Promoter	40,000
20	Gottumukkala Venkata Subba Lakshmi	Non Promoter	90,000
21	Venkata Subhadra Devi Kalidindi	Non Promoter	60,000
22	Purna Chandravathi Chekuri	Non Promoter	95,000
23	Chekuri Girish	Non Promoter	38,500
24	Subhashish Das	Non Promoter	33,333
25	Deepti Shivach Rana	Non Promoter	50,000
26	Preeti Bhalchandra Puranik	Non Promoter	1,00,000
27	Bhalchandra Pramod Puranik	Non Promoter	1,00,000
28	Agvida Management Services LLP	Non Promoter	20,00,000
29	S&D Traders (Partnership Firm)	Non Promoter	15,96,500
30	3ns Capital Ventures Private Limited	Non Promoter	8,00,000
31	Sidpat Capital Advisors LLP	Non Promoter	8,00,000
32	Sachin Jain HUF	Non Promoter	50,000
33	Ramnish Kiran Gaikwad and Sons HUF	Non Promoter	50,000

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the said warrants, without prejudice to the generality of the above, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) The “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above-mentioned Preferential Issue of Warrants is **Wednesday, 1st January’ 2025**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed at this Extraordinary General Meeting i.e. **Friday, 31st January’ 2025**.
- b) The amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into Equity Shares would be 75% of the total consideration.

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- c) The said Warrant(s) shall be issued and allotted to the Non - Promoters within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
 - d) The Equity Shares allotted on conversion of the Warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
 - e) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
 - f) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of ₹ 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants.
 - g) In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
 - h) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, do not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
 - i) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
 - j) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
 - k) Upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted in compliance with provisions of Regulation 162(2) of ICDR Regulations.
 - l) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
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- m) The Company shall provide the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulations.
- n) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to Equity Shares or Warrants in Form No. PAS-5 together with an application form be issued to the Proposed Allottee inviting it to subscribe to Equity Shares or Warrants, as the case may be.

RESOLVED FURTHER THAT the amount received by the Company for application of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only upon allotment of Warrants by the Board.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from CS Surya Prakash Bhamidipati, Practicing Company Secretary (Membership No. A24253, CP No. 09604 certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorized on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or

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approval of the members of the Company, including but not limited to the following:

- I. 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;
- II. to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including making applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- III. 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;
- IV. 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 Board in its absolute discretion shall deem fit;
- V. to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations.
- VI. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- VII. 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 Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

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RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM # 3: ISSUE OF 69,99,987 EQUITY SHARES OF THE COMPANY TO ‘NON-PROMOTER - PUBLIC’ CATEGORY ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and other relevant rules made thereunder (including any statutory modification(s) thereto or reenactment thereof for the time being in force), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange where the equity shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, 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 by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis to extent of **69,99,987 (Sixty Nine Lakh Ninety Nine Thousand Nine Hundred and Eighty Seven)** only) equity shares of face value of ₹ 10/- (Rupees Ten only) each fully paid up for cash, at an issue price of ₹ 30 /- (Rupees Thirty only) per equity share (which includes a premium of ₹ 20/- per equity share), aggregating up to ₹ 20,99,99,610/- (Rupees Twenty Crore Ninety Nine lakh Ninety Nine Thousand Six Hundred and Ten only), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 and subsequent amendment thereto, with the terms as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable

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laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, to the below mentioned Proposed Allottees from the 'Non-Promoter- public' category as follows:

Sr. No.	Name of Proposed Allottee(s)	Category/Status	Number of equity shares proposed to be allotted
1.	Paresh Shah	Non Promoter - Public	1,66,666
2	Rohan Mehta	Non Promoter - Public	3,33,333
3	Gulab Shrimal	Non Promoter - Public	2,66,666
4	Jayant Jain	Non Promoter - Public	1,66,666
5	Vinod Kumar Darak	Non Promoter - Public	3,33,333
6	Karan Sharma	Non Promoter - Public	3,33,333
7	Anita Surana	Non Promoter - Public	1,66,666
8	Aruna Surana	Non Promoter - Public	1,66,666
9	Shivek Agarwal	Non Promoter - Public	3,33,333
10	Akchhat Bothra	Non Promoter - Public	2,00,000
11	Suman Bothra	Non Promoter - Public	2,00,000
12	Mahender Chand	Non Promoter - Public	1,66,666
13	Gautam Chand Jain	Non Promoter - Public	1,66,666
14	Nemi Chand Jain	Non Promoter - Public	1,66,666
15	Prakash Chand Jain	Non Promoter - Public	1,66,666
16	Varun Mehta	Non Promoter - Public	1,66,666
17	Krishna Kumar Baldwa	Non Promoter - Public	1,66,666
18	Aditya Baldawa	Non Promoter - Public	1,66,666
19	Ashish Maheshwari	Non Promoter - Public	3,33,333
20	Rabindra Kumar Pandey	Non Promoter - Public	1,66,666
21	Rakesh Garg	Non Promoter - Public	1,00,000
22	Rakesh Kumar Jain	Non Promoter - Public	33,333
23	Siddhant Jain	Non Promoter - Public	33,333
24	Arpit Agrawal HUF	Non Promoter - Public	16,66,666
25	Samridhd Neotech LLP	Non Promoter - Public	3,33,333
26	Shree Jinkushalsuri Securities and Consultants LLP	Non Promoter - Public	1,66,666
27	Chiranjeev Saluja Trust	Non Promoter - Public	3,33,333

RESOLVED FURTHER THAT the “Relevant Date” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above-mentioned Preferential Issue is **Wednesday, 1st January’ 2025**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed at this Extraordinary General Meeting i.e. **Friday, 31st January’ 2025**.

RESOLVED FURTHER THAT the new equity shares shall rank pari-passu with the existing equity shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of equity shares.

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RESOLVED FURTHER THAT the aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment(s) thereto from time to time.

RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- i. The Proposed Allottee of equity shares shall be required to bring in 100% of the consideration, for the equity shares to be allotted, on or prior to the date of allotment thereof;
- ii. The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the bank account of the Allottees and shall be kept by the Company in a separate bank account. The monies received by the Company from the Investor(s) for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account;
- iii. The preferential issue will not result in a change in control.
- iv. The pre-preferential shareholding of the Proposed Allottee, if any and equity shares to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- v. The equity shares so allotted to the Proposed Allottee 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, 2018 except to the extent and in the manner permitted thereunder by law;
- vi. Allotment of equity shares shall only be made 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 equity shares 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; and
- vii. The equity shares after allotment shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from CS Surya Prakash Bhamidipati, Practicing Company Secretary (Membership No. A24253, CP No. 09604 certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the

ECOBBOARD INDUSTRIES LIMITED

REGISTERED OFFICE: 65/1A, Ecohouse, Akarshak Building Opp. Nal Stop, Karve Road Pune 411004

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name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Investors through Private Placement Offer cum Application letter in Form No. PAS-4 or any other form/document etc. as prescribed under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

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 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 preferential 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 the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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ITEM # 4: APPROVE THE APPOINTMENT AND REGULARIZATION OF MRS. BHAGYASHRI DHARMA SA ZAD AS INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV of the Companies Act, 2013, and any other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per the recommendation of the Board of Directors, the consent of the members of the Company be and is hereby accorded to ratify the appointment of Mrs. Bhagyashri Dharmasa Zad (DIN: 09174356), who was appointed as an Additional Independent Director of the Company with effect from 28th December, 2024 and who holds office up to 27th December 2029, and who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013, as an Independent Director of the Company to hold office for a term of 5 (five) years from the 28th December, 2024 to 27th December 2029".

RESOLVED FURTHER THAT any of the director of the company be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

RESOLVED FURTHER THAT any of the Board of Directors of the company be and is hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required".



BY ORDER OF THE BOARD OF DIRECTORS
for ECOBOARD INDUSTRIES LIMITED

Ramakrishna Raju Gottumukkala
Chairman & Managing Director
DIN: 01516984

Place: Hyderabad
Date: 04/01/2025

ECOB₂BOARD INDUSTRIES LIMITED

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Karve Road, Pune-411004, Maharashtra, India,
Tel: 020-40111927
Email: cs.ecoboard@gmail.com
Website: www.ecoyou.in

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NOTES:

1. The Ministry of Corporate Affairs (MCA') has, vide its circular dated April 8, 2020, April 13, 2020, May 5, 2020, December 8, 2021, May 5, 2022, December 28, 2022, and September 19, 2024 (collectively referred to as 'MCA Circulars'), permitted convening EGM through VC or OAVM, without physical presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act'), circulars issued by Securities and Exchange Board of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this EGM is being held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered office of the Company.
 2. A statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed.
 3. The Company has appointed CDSL to provide a Video Conferencing facility for the e-EGM.
 4. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the company has engaged the services of M/s Central Depository Services (India) Limited, to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. M/s Central Depository Services (India) Limited is appointed to provide a platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting, and processing of data relating to the meeting and voting, etc.
 5. Notice of the meeting is being sent to all such equity shareholders who hold shares as on the cut-off date i.e. **Friday, 3rd January' 2025**. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through Remote E-voting. A person who is not a member as on Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.
 6. In compliance with the aforesaid circulars and in accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice of the Company for the EGM are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form if any) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
 7. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance
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of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

8. The attendance of the members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the Quorum under Section 103 of Companies Act, 2013.
 9. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
 10. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
 11. Mr. Satish Kolhe Partner of M/s. S D Kolhe & Company, Company Secretaries, C.P. No.23879.; Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the entire e-voting process (remote e-voting and e-voting at the EGM) in a fair and transparent manner.
 12. The Scrutinizer shall, immediately after the conclusion of the EGM, count the votes cast through e-Voting at the EGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
 13. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at cs.ecoboard@gmail.com.
 14. The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchange i.e BSE Limited, where the shares of the company are listed. The results shall also simultaneously be placed on the website of the Company and on the website of CDSL at www.evotingindia.com.
 15. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting and the date of passing of result on the resolutions shall deem to be the date of the EGM.
 16. All the documents which are relevant and referred to in the Notice or Explanatory Statement will be available for Inspection of members at the registered office of the Company during the working hours on all working days upto the date of EGM.
 17. CDSL e-Voting System – For e-voting and Joining Virtual meetings.
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THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Tuesday, 28th January' 2025 at 9:00 AM (IST) and ends on Thursday, 30th January' 2025 at 5:00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 24th January' 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Equity Shareholders attending the meeting through video conferencing shall be counted for the purpose of reckoning the quorum.
- (iv) All documents referred to in this Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to cs.ecoboard@gmail.com.
- (v) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (vi) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.
Pursuant to the above-said SEBI Circular, Login method for e-Voting and joining virtual meetings
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for Individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS

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Type of shareholders	Login Method
	<p>“Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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 name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. CDSL and NSDL

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(vii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:
For Physical shareholders and other than individual shareholders holding shares in Demat.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@hariompipes.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE

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COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS OF SPECIAL BUSINESSES AS SET OUT IN ITEM # 1 TO ITEM # 4.

ITEM # 1

The present Authorized Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty-Five Crores Only) divided into 2,30,00,000 (Two Crore Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 2,00,000 (Two Lakhs) Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred Only) each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 04th January 2025, had accorded its approval for increasing the Authorised Share Capital from Rs. 25,00,00,000 (Rupees Twenty-Five Crores Only) to Rs. 34,00,00,000 (Rupees Thirty-Four Crores Only) by creation of 90,00,000 (Ninety Lakhs) additional equity share of Rs.10/- each, subject to shareholders approval.

For the purposes as stated hereinabove, it is recommended by the Board that the present Authorized Share Capital should be revised to 34,00,00,000/- (Rupees Thirty-Four Crore Only) divided into 3,20,00,000 (Three Crore Twenty Lakhs Only) equity shares of Rs. 10/- (Rupees Ten Only) each and 2,00,000 (Two Lakhs Only) Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred Only) each by creating 90,00,000 (Ninety Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) and Clause V of the Memorandum of Association should be amended accordingly.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members. None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

ITEM # 2 & 3 :

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of equity shares ("**Equity Shares**") and warrants convertible in to equity shares ("**Warrants**") to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The approval of the members is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made there under Regulation 160 of the SEBI (ICDR) Regulations, 2018.

ECOBBOARD INDUSTRIES LIMITED

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The Board of Directors in its meeting held on 4th January' 2025, had approved the issue of equity shares and convertible warrants and accordingly proposes to create, issue, offer and allot in aggregate up-to maximum of 60,31,333 of convertible Warrants to the persons belonging to Non-Promoter and up-to maximum of 69,99,987 number of Equity Shares to the persons belonging to persons belonging to Non Promoter, at a price of ₹ 30/- (Rupees Thirty Only) each, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws.

The Valuation report as required under Reg. 166A of SEBI ICDR Reg, 2018 has been Issued by Mr. Ramesh Atluri, Registered Valuer, Vide IBBI Regn No. IBBI/RV/02/2019/12515 dated 04.01.2025 has been placed on the website of the Company at <https://www.ecoyou.in> This report is considered for determining the Issue price for the proposed Preferential Issue.

The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder, are set forth below:

1. The allotment of the equity shares and convertible warrants is subject to the proposed allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.
2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

(i) Objects of the Preferential Issue :

Objects of the proposed Fund Raising under separate head:

- a. The amounts proposed to be **raised by Issue of Equity shares**, the company intends to use for one or more, or any combination of the following :
 - (i) Capital Expenditure.
 - (ii) Working Capital Requirements.
 - (ii) General Corporate Purpose.
 - b. The amounts proposed to be **raised by Issue of Convertible Warrants**, the company intends to use for one or more, or any combination of the following:
 - (i) Repayment of Unsecured Loans.
 - (ii) Working Capital Requirements.
-

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Utilization of Proceeds of Equity Shares.

Sl.No.	Particulars	Total estimated amount to be utilized (Rs. In Crore)*	Tentative timeline for utilization of funds
1.	Capital Expenditure	14.7	Upto June, 2025
2.	Working Capital Requirements	4.8	Upto August, 2026
3.	General Corporate Purpose	1.5	Upto August, 2026

Utilization of Proceeds of Convertible Warrants.

Sl.No.	Particulars	Total estimated amount to be utilized (Rs. In Crore)*	Tentative timeline for utilization of funds
1.	Repayment of Unsecured Loans.	4.2	Upto June, 2025
2.	Working Capital Requirements	4.8	Upto August, 2026

In terms of BSE Notice No. 20221213-47 dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances given that the Objects are based on management estimates and other commercial and technical factors and the funds to be used for general Corporate purposes shall not exceed twenty-five percent of the funds to be raised through this preferential issue.

Interim Use of Proceeds

Any pending utilization of the gross proceeds will be deposited exclusively with scheduled commercial banks listed in the second schedule of the Reserve Bank of India Act, 1934, in accordance with all applicable laws and regulations.

Monitoring of Utilization of Funds

The provisions as per Reg 162A of SEBI (ICDR) Reg, 2018 is not applicable as the issue size does not exceed monetary limit as prescribed thereunder.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for equity shares and convertible warrants, issue proceeds in respect of warrants shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds. However, the same is dependent on a variety of factors such as financial, market and sectoral conditions,

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business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws. Further, if the full issue proceeds as stated above not received due to technical factors, all heads under objects of the issue, shall get adjusted proportionately as may be determined by the Board/ Committee constituted by the Board, subject to compliance with applicable laws.

(ii) Maximum number of specified securities to be issued:

The resolutions set out in this notice authorize the Board to issue up to maximum of **60,31,333** Convertible Warrants, and up to maximum of **69,99,987** number of Equity Shares at a price of ₹ 30/- (Rupees Thirty) per including premium of ₹ 20/- (Rupees Twenty only).

(iii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment

None of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer.

(iv) Shareholding pattern of the Company before and after the Preferential Allotment of warrants on a fully diluted basis is given as under.

S. No.	Category	Pre -Issue		Post Issue	
		No. of Shares Held	% of share Holding	No. of Shares held	% of share Holding post Preferential/Fully Diluted Capital
A	Promoter's holding :				
1.	Indian	-	-	-	-
	Individuals/ HUF	1,02,29,658	57.37	1,02,29,658	33.15
	TOTAL	-	-	-	-
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	1,02,29,658	57.37	1,02,29,658	33.15
B	Non-Promoters' holding:				
B1.	Institutional				
	Institutional Domestic	-	-	-	-
	Institutions (Foreign)	-	-	-	-

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2.	Central Government/State Government(s)/ President of India	-	-	-	-
3.	Non-Institution Investors				
	Indian public – Individual	6449406	36.17	11684228	37.86
	Non- Resident Indians	103982	0.58	103982	0.34
	Bodies Corporate excluding LLP	735395	4.12	1535395	4.97
	Other - including LLP, HUF, Trust(s)	296368	1.66	7292866	23.63
	Clearing Members	17191	0.10	17191	0.06
	Sub Total (B)	7602342	42.63	2,06,33,662	66.85
	GRAND TOTAL (A+B)	1,78,32,000	100.00	3,08,63,320	100.00

Notes:

1. The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of equity shares and full conversion of warrants to be allotted under the present issue.
2. The pre-preferential shareholding pattern is prepared on the basis of Quarter ended December, 2024

(v) Time frame within which the Preferential Allotment shall be completed

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares and convertible warrants shall be made by the company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity shares and convertible warrants is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Further, upon exercise of the option by the allottee 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.

- (vi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any**

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S. No.	Name of the Proposed Allottee	Natural persons who are the ultimate beneficial owners ¹	Pre-Issue Shareholding ²		No of Specified Securiteis to be allotted	Type of Security Allotted	Post Preferential issue/Fully Diluted Capital Shareholding ³	
			No. of equity shares	% age			No. of equity shares	% age ⁴
1	Tony David	Individual	0	0.00	8,000	Warrants	8,000	0.03
2	Mudunuri Venkatraju	Individual	0	0.00	7,500	Warrants	7,500	0.02
3	Nandhyala Phanindra Varma	Individual	0	0.00	7,500	Warrants	7,500	0.02
4	Anil Prabhakar Bhosale	Individual	0	0.00	5,000	Warrants	5,000	0.02
5	Jayasing Vishnu Kadam	Individual	0	0.00	4,000	Warrants	4,000	0.01
6	Danduboina Suribabu	Individual	0	0.00	2,500	Warrants	2,500	0.01
7	Pankaj Mulchandji Gupta	Individual	0	0.00	2,000	Warrants	2,000	0.01
8	Rakesh Pradip Girme	Individual	0	0.00	1,500	Warrants	1,500	0.00
9	Tate Shankar Pandurang	Individual	0	0.00	1,500	Warrants	1,500	0.00
10	Amit Milind Dhandore	Individual	0	0.00	1,500	Warrants	1,500	0.00
11	Vivek Kumar Pandey	Individual	0	0.00	1,500	Warrants	1,500	0.00
12	Popat Bhimrao Palave	Individual	0	0.00	1,000	Warrants	1,000	0.00
13	Abhijit Ramchandra Mane	Individual	0	0.00	1,000	Warrants	1,000	0.00
14	Bapurao Hari Chaugule	Individual	0	0.00	1,000	Warrants	1,000	0.00
15	Vegesna Chandrasekhara Raju	Individual	0	0.00	1,000	Warrants	1,000	0.00
16	Mahesh Pandurang Bendre	Individual	0	0.00	1,000	Warrants	1,000	0.00
17	Sanjay Namdev Dhage	Individual	0	0.00	500	Warrants	500	0.00
18	Gottumukkala Madhavi Kumari	Individual	0	0.00	80,000	Warrants	80,000	0.26
19	Gottumukkala	Individual	0	0.00	40,000	Warrants	40,000	0.13

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	Sai Venkata Subba Raju							
20	Gottumukkala Venkata Subba Lakshmi	Individual	0	0.00	90,000	Warrants	90,000	0.29
21	Venkata Subhadra Devi Kalidindi	Individual	0	0.00	60,000	Warrants	60,000	0.19
22	Purna Chandravathi Chekuri	Individual	0	0.00	95,000	Warrants	95,000	0.31
23	Chekuri Girish	Individual	0	0.00	38,500	Warrants	38,500	0.12
24	Subhashish Das	Individual	0	0.00	33,333	Warrants	33,333	0.11
25	Deepti Shivach Rana	Individual	0	0.00	50,000	Warrants	50,000	0.16
26	Preeti Bhalchandra Puranik	Individual	0	0.00	1,00,000	Warrants	1,00,000	0.32
27	Bhalchandra Pramod Puranik	Individual	0	0.00	1,00,000	Warrants	1,00,000	0.32
28	Agvida Management Services LLP	Mrs. Masana Vegesna and Mrs. Alluri Bhagyalaxmi	0	0.00	20,00,000	Warrants	20,00,000	6.48
29	S&D Traders (Partnership Firm)	Mr. GVK Siva Kumar and Mr. Alluri Suresh Raju	0	0.00	15,96,500	Warrants	15,96,500	5.17
30	3NS Capital Ventures Private Limited	Mrs. Neelam Sharma and Mrs. Harsha S Mota	0	0.00	8,00,000	Warrants	8,00,000	2.59
31	Sidpat Capital Advisors LLP	Mr. Girish S Danga and Mrs. Jamuna Dangra	0	0.00	8,00,000	Warrants	8,00,000	2.59
32	Sachin Jain HUF	Mr. Sachin Jain	0	0.00	50,000	Warrants	50,000	0.16
33	Ramnish Kiran Gaikwad and Sons HUF	Mr. Ramnish Kiran Gaikwad	0	0.00	50,000	Warrants	50,000	0.16
34	Paresh Shah	Individual	5000	0.03	1,66,666	Equity Share	1,71,666	0.56
35	Rohan Mehta	Individual	0	0.00	3,33,333	Equity Share	3,33,333	1.08
36	Gulab Shrimal	Individual	0	0.00	2,66,666	Equity Share	2,66,666	0.86
37	Jayant Jain	Individual	0	0.00	1,66,666	Equity Share	1,66,666	0.54
38	Vinod Kumar Darak	Individual	0	0.00	3,33,333	Equity Share	3,33,333	1.08
39	Karan Sharma	Individual	0	0.00	3,33,333	Equity Share	3,33,333	1.08

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40	Anita Surana	Individual	0	0.00	1,66,666	Equity Share	1,66,666	0.54
41	Aruna Surana	Individual	0	0.00	1,66,666	Equity Share	1,66,666	0.54
42	Shivek Agarwal	Individual	0	0.00	3,33,333	Equity Share	3,33,333	1.08
43	Akchhat Bothra	Individual	0	0.00	2,00,000	Equity Share	2,00,000	0.65
44	Suman Bothra	Individual	0	0.00	2,00,000	Equity Share	2,00,000	0.65
45	Mahender Chand	Individual	0	0.00	1,66,666	Equity Share	1,66,666	0.54
46	Gautam Chand Jain	Individual	0	0.00	1,66,666	Equity Share	1,66,666	0.54
47	Nemi Chand Jain	Individual	100	0.00	1,66,666	Equity Share	1,66,766	0.54
48	Prakash Chand Jain	Individual	0	0.00	1,66,666	Equity Share	1,66,666	0.54
49	Varun Mehta	Individual	0	0.00	1,66,666	Equity Share	1,66,666	0.54
50	Krishna Kumar Baldwa	Individual	0	0.00	1,66,666	Equity Share	1,66,666	0.54
51	Aditya Baldawa	Individual	0	0.00	1,66,666	Equity Share	1,66,666	0.54
52	Ashish Maheshwari	Individual	0	0.00	3,33,333	Equity Share	3,33,333	1.08
53	Rabindra Kumar Pandey	Individual	0	0.00	1,66,666	Equity Share	1,66,666	0.54
54	Rakesh Garg	Individual	0	0.00	1,00,000	Equity Share	1,00,000	0.32
55	Rakesh Kumar Jain	Individual	4288	0.02	33,333	Equity Share	37,621	0.12
56	Siddhant Jain	Individual	0	0.00	33,333	Equity Share	33,333	0.11
57	Arpit Agrawal HUF	Mr. Arpit Agarwal (Karta)	0	0.00	16,66,666	Equity Share	16,66,666	5.40
58	Samriddh Neotech LLP	Mr. Sanjay Kumar	0	0.00	3,33,333	Equity Share	3,33,333	1.08
59	Shree Jinkushalsuri Securities and Consultants LLP	Mr. Lalith Kumar Goutham c hand	0	0.00	1,66,666	Equity Share	1,66,666	0.54
60	Chiranjeev Saluja Trust	Mr. Chiranjeev Singh Saluja	0	0.00	3,33,333	Equity Share	3,33,333	1.08

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1. The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be Registered shareholder of the equity shares that may be allotted.
2. Pre issue shareholding is as on 27th December' 2024.
3. Post Preferential Shareholding calculated assuming full conversion of convertible warrants and to be issued and full subscription of Equity shares under the said issue.
4. **There shall not be any change in control consequent to the present preferential issue of equity shares and convertible warrants.**

(vii) Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, Relevant Date for determining the minimum issue price for the preferential allotment of the equity shares and convertible warrants is **Wednesday, 1st January' 2025**, being the date 30 days prior to the date on which the resolution is deemed to be passed.

(viii) Basis on which the Issue Price has been arrived:

Equity Shares of the Company are listed on BSE Limited ("BSE") and frequently traded at BSE Limited in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. In terms of the provisions of regulation 164(1) of SEBI ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- (a) The 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- (b) The 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price being higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Further, as per Regulation 166A of SEBI ICDR Regulations, if the allotment to any allottee/(s) in the preferential issue in 5% or more than the Company needs to obtain a valuation report determining the fair value of shares of the Company from an IBBI Registered Valuer.

The price at which equity shares and warrants are proposed to be offered, issued and allotted is not lower than the floor price determined in terms of the applicable provisions of Regulation 164 of SEBI (ICDR) Regulations, i.e., Rs. 29.4256/- per Equity share/Warrant, being the higher of the following:

- (a) the volume weighted average price of the equity shares quoted on BSE during the 90 trading days preceding the Relevant Date, i.e., Rs. 27.8266/- per equity share; or
 - (b) the volume weighted average price of the equity shares quoted on NSE during the 10 trading days preceding the Relevant Date, i.e., Rs. 29.4256/- per equity share
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The Company has obtained a Pricing Certificate received from M/s. Rao Reddy & Co., Chartered Accountants, FRN: 016621S, having their office at Flat No. 1209, Amethyst Block, My Home Jewel, Madinaguda, Hyderabad 500049 for the purpose of undertaking pricing of the equity shares of the Company for issuance of Equity Shares and Warrants through preferential allotment. The pricing certificate is available and published on the websites of the company i.e. <https://ecoyou.in>.

The Company has also obtained a valuation report from Independent Registered Valuer Mr. Ramesh Atluri (IBBI Registration No. IBBI/RV/02/2019/12515) having office at Plot No. 165, D.No. 4-12-208/7, BDL Colony, Vanasthalipuram, Hyderabad-500070 confirming the fair value per share for the preferential issue as per Regulation 164 read with 166A of SEBI (ICDR) Regulations, 2018 and the same shall be made available and published on the websites of the company i.e. <https://ecoyou.in> The fair value per share recommended by valuer is ₹ 29.425/- (Rupees Twenty Nine Rupees and forty-two hundredths paisa only) per share.

Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

The Board has therefore, in terms of Regulation 164 read with Regulation 166A (1) of the SEBI ICDR Regulations and after taking into consideration fair value per share as recommended by the valuers, the Issue Price for issue and allotment of equity shares and convertible warrants has been fixed as ₹ 30/- (Rupees Thirty only) per equity shares including premium of ₹ 20/- (Rupees Twenty) per equity shares. Which is over and above the fair value per shares as arrived above.

If 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.*

*Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re- compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

(ix) Amount which the Company intends to raise by this preferential issue is follows :

Sl.No.	Particulars	Amounts (in INR)
1.	Amount to be raised through issue of Convertible Warrants (No. 60,31,333 Warrants @ Rs.30/- each)	INR 18,09,39,990/-
2.	Amount to be raised through issue of 6999987 Equity Shares @ Rs.30/- each)	INR 20,99,99,610/-
	Total	INR. 39,09,39,600/-

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(x) Principal terms of assets charged as securities :

Not applicable.

(xi) Lock-in Period

The equity shares to be issued and allotted on a preferential basis shall be subject to lock-in as provided in the applicable provisions of Regulation 167 of the SEBI (ICDR) Regulations.

Further the equity shares to be issued and allotted pursuant to conversion of warrants shall also be subject to lock-in as provided in the applicable provisions of Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval in terms of provisions of Regulation 167(6) of SEBI ICDR Regulations, 2018.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities in terms of provisions of Regulation 167(6) of SEBI ICDR Regulations, 2018.

(xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

This is not applicable in the present case since the company, being a listed Company, the pricing is in terms of the SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

(xiii) The Current and proposed Status of the allottee (s) post the preferential issues are as under:

a. Details of allottee(s) of Convertible Warrants :

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of allottees
1.	Tony David	Non Promoter - Public	No Change in Status
2	Mudunuri Venkatraju	Non Promoter - Public	No Change in Status
3	Nandhyala Phanindra Varma	Non Promoter - Public	No Change in Status
4	Anil Prabhakar Bhosale	Non Promoter - Public	No Change in Status
5	Jayasing Vishnu Kadam	Non Promoter - Public	No Change in Status
6	Danduboina Suribabu	Non Promoter - Public	No Change in Status
7	Pankaj Mulchandji Gupta	Non Promoter - Public	No Change in Status
8	Rakesh Pradip Girme	Non Promoter - Public	No Change in Status
9	Tate Shankar Pandurang	Non Promoter - Public	No Change in Status
10	Amit Milind Dhandore	Non Promoter - Public	No Change in Status
11	Vivek Kumar Pandey	Non Promoter - Public	No Change in Status

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12	Popat Bhimrao Palave	Non Promoter - Public	No Change in Status
13	Abhijit Ramchandra Mane	Non Promoter - Public	No Change in Status
14	Bapurao Hari Chaugule	Non Promoter - Public	No Change in Status
15	Vegesna Chandrasekhara Raju	Non Promoter - Public	No Change in Status
16	Mahesh Pandurang Bendre	Non Promoter - Public	No Change in Status
17	Sanjay Namdev Dhage	Non Promoter - Public	No Change in Status
18	Gottumukkala Madhavi Kumari	Non Promoter - Public	No Change in Status
19	Gottumukkala Sai Venkata Subba Raju	Non Promoter - Public	No Change in Status
20	Gottumukkala Venkata Subba Lakshmi	Non Promoter - Public	No Change in Status
21	Venkata Subhadra Devi Kalidindi	Non Promoter - Public	No Change in Status
22	Purna Chandravathi Chekuri	Non Promoter - Public	No Change in Status
23	Chekuri Girish	Non Promoter - Public	No Change in Status
24	Subhashish Das	Non Promoter - Public	No Change in Status
25	Deepti Shivach Rana	Non Promoter - Public	No Change in Status
26	Preeti Bhalchandra Puranik	Non Promoter - Public	No Change in Status
27	Bhalchandra Pramod Puranik	Non Promoter - Public	No Change in Status
28	Agvida Management Services LLP	Non Promoter - Public	No Change in Status
29	S&D Traders (Partnership Firm)	Non Promoter - Public	No Change in Status
30	3ns Capital Ventures Private Limited	Non Promoter - Public	No Change in Status
31	Sidpat Capital Advisors LLP	Non Promoter - Public	No Change in Status
32	Sachin Jain HUF	Non Promoter - Public	No Change in Status
33	Ramnish Kiran Gaikwad and Sons HUF	Non Promoter - Public	No Change in Status

b. Details of allottee(s) of Equity shares :

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of allottees
1.	Paresh Shah	Non Promoter - Public	No Change in Status
2	Rohan Mehta	Non Promoter - Public	No Change in Status
3	Gulab Shrimal	Non Promoter - Public	No Change in Status
4	Jayant Jain	Non Promoter - Public	No Change in Status
5	Vinod Kumar Darak	Non Promoter - Public	No Change in Status
6	Karan Sharma	Non Promoter - Public	No Change in Status
7	Anita Surana	Non Promoter - Public	No Change in Status
8	Aruna Surana	Non Promoter - Public	No Change in Status
9	Shivek Agarwal	Non Promoter - Public	No Change in Status
10	Akchhat Bothra	Non Promoter - Public	No Change in Status
11	Suman Bothra	Non Promoter - Public	No Change in Status
12	Mahender Chand	Non Promoter - Public	No Change in Status
13	Gautam Chand Jain	Non Promoter - Public	No Change in Status
14	Nemi Chand Jain	Non Promoter - Public	No Change in Status
15	Prakash Chand Jain	Non Promoter - Public	No Change in Status
16	Varun Mehta	Non Promoter - Public	No Change in Status
17	Krishna Kumar Baldwa	Non Promoter - Public	No Change in Status
18	Aditya Baldawa	Non Promoter - Public	No Change in Status

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19	Ashish Maheshwari	Non Promoter - Public	No Change in Status
20	Rabindra Kumar Pandey	Non Promoter - Public	No Change in Status
21	Rakesh Garg	Non Promoter - Public	No Change in Status
22	Rakesh Kumar Jain	Non Promoter - Public	No Change in Status
23	Siddhant Jain	Non Promoter - Public	No Change in Status
24	Arpit Agrawal HUF	Non Promoter - Public	No Change in Status
25	Samriddh Neotech LLP	Non Promoter - Public	No Change in Status
26	Shree Jinkushalsuri Securities and Consultants LLP	Non Promoter - Public	No Change in Status
27	Chiranjeev Saluja Trust	Non Promoter - Public	No Change in Status

(xiv) Undertakings

- a) None of the Company, its Promoters and Directors is declared as wilful defaulter and fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- b) The Company is eligible to make the Preferential Allotment to its Promoter and Non- Promoter under Chapter V of 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 Regulation 164(2) of the SEBI (ICDR) Regulations governing re-computation of the price of equity shares / warrants shall not be applicable.
- d) The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares and Warrants shall continue to be locked -in till the time such amount is paid by the proposed allottees.
- e) The Equity Shares held by the proposed allottees if any in the Company are in dematerialized form only.
- f) The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- g) Due to the above preferential allotment of the warrants, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
- h) The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment except dilution in shareholding of the Promoters due to allotment to non-promoters.

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- i) The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.
 - j) **Report of Independent Registered Valuer for consideration other than Cash** : As the said Preferential Issue is not being made for consideration other than cash, valuation report from Independent Valuer is not required for the said Preferential Issue. However, the valuation report from Independent Registered Valuer has been taken in terms of Regulation 164 read with 166A of SEBI ICDR Regulations, 2018.
 - k) Since the preferential issue to an allottee or to allottees in concert, is more than 5% of the post issue fully diluted share capital of the issuer, hence a Certificate has been taken from Independent Registered Valuer Mr. Ramesh Atluri (IBBI Registration No. **IBBI/RV/02/2019/12515**) confirming the minimum price for the preferential issue as per Regulation 164 read with 166A of SEBI (ICDR) Regulations, 2018
 - l) No Promoter of the Company or member of the Promoter Group of the Company has been allotted any warrants / failed to exercise the warrants allotted to them during the year.
 - m) Pursuant to the Proposed Investment and in accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.
 - n) The Company currently and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.
 - o) There will be no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories before the issue being made, pursuant to this Resolution
- (xv) Practicing Company Secretary's Certificate.**

The Certificate from Mr. Surya Prakash Bhamidipati, Practicing Company Secretary (ACS [24253] | CP [9604]), certifying that the Preferential Allotment is being made in accordance with the requirements of Regulation 163 (2) of Chapter V of the SEBI (ICDR) Regulations, has been obtained and the same shall be available for inspection at our website at <https://ecoyou.in>.

(xvi) Listing:

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares including the equity shares that will be issued on conversion of Warrants.

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

(xvii) Disclosure pertaining to willful defaulters/ fraudulent borrower:

The details pertaining to willful defaulters/ fraudulent borrower are not applicable as none of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same

(xviii) Approval under the Companies Act:

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the Warrants to entities belonging to the Non- Promoter Group, is being sought by way of a “**Special Resolution**” as set out in the said Item No. 2 & 3 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

None of the Directors are concerned or interested in this resolution.

ITEM # 4:

The Board of Directors of the Company, at its meeting held on 28th December 2024 appointed Mrs. Bhagyashri Dharmasa Zad (DIN: 09174356), as an Additional Independent Director of the Company with effect from 28th December 2024, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, and the Articles of Association of the Company.

As per the provisions of Section 161(1) of the Companies Act, 2013, read with 17(1C) of SEBI LODR Regulations 2018, an Additional Director, Non-Executive Independent Director, shall ensure that approval of shareholders for appointment /re-appointment of a person on the Board of Directors shall be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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Mrs. Bhagyashri Dharmasa Zad has submitted a declaration that he/she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, and the applicable rules made thereunder.

The Board is of the opinion that Mrs. Bhagyashri Dharmasa Zad possesses appropriate skills, experience, and knowledge in [briefly describe relevant expertise, e.g., finance, law, governance, or industry experience] and that his/her association would be of immense benefit to the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall not be liable to retire by rotation. The approval of members is, therefore, sought for regularization of Mrs. Bhagyashri Dharmasa Zad as an Independent Director of the Company to hold office for a term of five Years.

None of the Directors, Key Managerial Personnel, or their relatives, except Mrs. Bhagyashri Dharmasa Zad, is in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members as an Ordinary Resolution.

Place: Hyderabad
Date: 04/01/2025



BY ORDER OF THE BOARD OF DIRECTORS
for ECOBOARD INDUSTRIES LIMITED

[Handwritten Signature]

Ramakrishna Raju Guttumukkala
Chairman & Managing Director
DIN: 01516984

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