



BONBLOC TECHNOLOGIES LIMITED
(FORMERLY KNOWN AS BONBLOC TECHNOLOGIES PRIVATE LIMITED)

CIN - U72900TN2020PLC137054

Regd Office: RR Tower IV, T.V.K. Industrial Estate, Guindy Industrial Estate, Chennai – 600 032

Email ID – cs@bonbloc.com Website – www.bonbloc.com

SHORTER NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

TO
THE SHAREHOLDERS
BOARD OF DIRECTORS AND
STATUTORY AUDITORS

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF BONBLOC TECHNOLOGIES LIMITED (FORMERLY KNOWN AS BONBLOC TECHNOLOGIES PRIVATE LIMITED) WILL BE HELD ON MONDAY, JULY 28, 2025 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT RR TOWER IV, T.V.K. INDUSTRIAL ESTATE, GUINDY INDUSTRIAL ESTATE, CHENNAI - 600032 TO TRANSACT THE SPECIAL BUSINESSES

ITEM NO.1 TO REGULARIZE MR. NAVEEN MEHTA (DIN: 10537349) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Special Resolutions:

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, including Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (the “Companies Act”) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), and other applicable law and pursuant to the provisions of the articles of association of the Company, Mr. Naveen Mehta (DIN: 10537349) (Independent Director Registration: IDDB-NR-202403-056758), who possesses relevant expertise and experience and has signified his consent to act as an independent director of the Company, and submitted a declaration that he meets the criteria for appointment of an independent director under the Companies Act and the SEBI Listing Regulations and is otherwise eligible for appointment, and whose candidature has been proposed, be and is hereby appointed as an Independent Director of the Company for a period of Three consecutive years from July 23, 2025 up to July 22, 2028 in which he shall not be liable to retire by rotation and shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof, in terms of the appointment letter or as may be determined by the Board from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, anyone of the Directors of the Company or Mr. Swaminathan Rajagopalan, Whole-Time Director and Chief Financial Officer or Mr. V Nageswaran, Company Secretary and Compliance Officer of the Company, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board 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 act and deed of the Board, as the case may be.”

“RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

ITEM NO.2 TO REGULARIZE MS. ARUNA SUBBARAMAN (DIN: 05210716) AS AN WOMAN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Special Resolutions:

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, including Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (the “Companies Act”) and Regulation



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17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), and other applicable law and pursuant to the provisions of the articles of association of the Company, Ms. Aruna Subbaraman (DIN: 05210716) (Independent Director Registration: IDDB-DI-202311-046140), who possesses relevant expertise and experience and has signified her consent to act as an independent director of the Company, and submitted a declaration that she meets the criteria for appointment of an independent director under the Companies Act and the SEBI Listing Regulations and is otherwise eligible for appointment, and whose candidature has been proposed, be and is hereby appointed as an Woman Independent Director of the Company for a period of Three consecutive years from July 23, 2025 up to July 22, 2028 in which she shall not be liable to retire by rotation and shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof, in terms of the appointment letter or as may be determined by the Board from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, anyone of the Directors of the Company or Mr. Swaminathan Rajagopalan, Whole-Time Director and Chief Financial Officer or Mr. V Nageswaran, Company Secretary and Compliance Officer of the Company, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board 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 act and deed of the Board, as the case may be.”

“RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

ITEM NO.3 TO REGULARIZE MR. MEENAKSHI SUNDARAM BALASUBRAMANIAM (DIN: 05221828) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Special Resolutions:

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, including Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (the “Companies Act”) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), and other applicable law and pursuant to the provisions of the articles of association of the Company, Mr. Meenakshi Sundaram Balasubramaniam (DIN: 05221828) (Independent Director Registration: IDDB-DI-202105-036309), who possesses relevant expertise and experience and has signified his consent to act as an independent director of the Company, and submitted a declaration that he meets the criteria for appointment of an independent director under the Companies Act and the SEBI Listing Regulations and is otherwise eligible for appointment, and whose candidature has been proposed, be and is hereby appointed as an Independent Director of the Company for a period of Three consecutive years from July 23, 2025 up to July 22, 2028 in which he shall not be liable to retire by rotation and shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof, in terms of the appointment letter or as may be determined by the Board from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, anyone of the Directors of the Company or Mr. Swaminathan Rajagopalan, Whole-Time Director and Chief Financial Officer or Mr. V Nageswaran, Company Secretary and Compliance Officer of the Company, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or



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instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board 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 act and deed of the Board, as the case may be.”

“RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

ITEM NO.4 TO APPROVE THE SUB-DIVISION (STOCK SPLIT) OF EQUITY SHARES OF THE COMPANY FROM RS. 10/- (RUPEES TEN ONLY) EACH TO RS. 1/- (RUPEES ONE ONLY) EACH:

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Ordinary Resolutions:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with the applicable provisions of the Memorandum of Association and the Articles of Association of the Company and such other approvals, consents, permissions as may be required from concerned regulatory authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents and permissions which may be agreed by the Board of Directors of the Company (the “Board”), the consent of the shareholders be and is hereby accorded to sub-divide each Equity Share of the Company having face value of Rs. 10/- (Rupees Ten only) each into 10 (Ten) Equity Shares of face value of Rs. 1/- (Rupees One only) each fully paid-up.”

| Type of Capital | Pre Sub-Division | | | Post Sub-Division | | |
|--|----------------------|----------------------------|---------------------------|----------------------|----------------------------|---------------------------|
| | No. of Equity Shares | Face Value per Share (Rs.) | Total Share Capital (Rs.) | No. of Equity Shares | Face Value per Share (Rs.) | Total Share Capital (Rs.) |
| Authorised Share Capital | 2,50,00,000 | 10 | 25,00,00,000 | 25,00,00,000 | 1 | 25,00,00,000 |
| Issued, Subscribed and Paid-Up Capital | 1,93,18,638 | 10 | 19,31,86,380 | 19,31,86,380 | 1 | 19,31,86,380 |

“RESOLVED FURTHER THAT necessary entries in the register of members and other statutory registers be made and modified consequent upon changes in the share capital of the Company due to the sub-division as aforesaid, in accordance with applicable provisions of Companies Act, 2013, and other applicable laws.”

“RESOLVED FURTHER THAT pursuant to sub-division of the Equity Shares of the Company, all the issued, subscribed, and paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company shall stand sub-divided into equity shares of face value of Rs. 1/- (Rupees One Only) each fully paid-up without altering the share capital and shall rank pari passu in all respects with the existing fully paid equity shares of Rs. 10/- (Rupees Ten Only) each of the Company and shall be entitled to participate in full dividend to be declared after subdivided equity shares are allotted.”

“RESOLVED FURTHER THAT, the number of sub-divided equity shares shall be credited to the respective beneficiary accounts of the shareholders of the Company with the depository participants, in lieu of existing credits representing the equity shares before sub-division.”

“RESOLVED FURTHER THAT anyone of the Directors of the Company or Mr. Swaminathan Rajagopalan, Whole-Time Director and Chief Financial Officer or Mr. V Nageswaran, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, things and deeds on behalf of



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the Company to give effect to this resolution, including filing of the necessary forms with the Registrar of Companies, Tamil Nadu at Chennai, take all necessary steps for giving effect to the foregoing resolutions, including issue corporate action form to the depositories, issue allotment letters, if required, incur necessary expenses including payment of stamp duty, if any, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

"RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time."

ITEM NO.5 TO APPROVE ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON SUB-DIVISION:

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Ordinary Resolutions:

"RESOLVED FURTHER THAT consequent to the sub-division of the equity shares of the Company, pursuant to Section 13, 61 and 64 of the Companies Act, 2013 (including any amendments thereto or reenactment thereof) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, each as amended, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as may be required, the consent of the Shareholders be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company with the following clause:

"V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores only) consisting of 25,00,00,000 (Twenty Five Crores Only) Equity Shares of Rs. 1/- (Rupees One Only) each."

"RESOLVED FURTHER THAT upon sub-division as aforesaid, equity shares are held in dematerialized form, the sub-divided equity shares be credited to the respective demat accounts for the beneficiaries in lieu of the existing equity shares held by them."

"RESOLVED FURTHER THAT anyone of the Directors of the Company be and are hereby severally authorized to do all such acts, things and deeds on behalf of the Company to give effect to this resolution, including filing of the necessary forms with the Registrar of Companies, Tamil Nadu at Chennai, take all necessary steps for giving effect to the foregoing resolutions, including issue corporate action form to the depositories, issue of new share certificate in lieu of the existing issued share certificate in terms of the foregoing resolutions, issue allotment letters, if required, incur necessary expenses including payment of stamp duty, if any, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

"RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time."

FOR BONBLOC TECHNOLOGIES LIMITED
(FORMERLY KNOWN AS BONBLOC TECHNOLOGIES PRIVATE LIMITED)

V NAGESWARAN
COMPANY SECRETARY AND COMPLIANCE OFFICER

M.NO: A76559

*Address: 2/457B 1st Main Road Gandhi Nagar, Padappai,
Kancheepuram Tamil Nadu - 601301*

Place: Chennai
Date: July 25, 2025



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NOTE:

1. The Extra-Ordinary General Meeting is being convened pursuant to Section 100 and 101(1) of the Companies Act, 2013.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. Corporate Members intending to send their authorized representative to attend EGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at EGM.
6. Members are requested to affix their signatures at the space provided on the attendance slip annexed to proxy form and handover the slip at the entrance of the meeting hall.
7. Route map is enclosed for easy reference.



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

The following Statements sets out all material facts relating to the special businesses mentioned in the Notice.

Item 1

The Company intends to undertake an initial public offering (the “Offer”) of its equity shares (the “Equity Shares”). In connection with the Offer, the Company will be required to comply with the Companies Act, 2013, and the rules thereunder, each as amended (the “Companies Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”). Accordingly, the Board has recommended the appointment of Mr. Naveen Mehta (DIN: 10537349) as an independent director on the Board of the Company for a term of 03 (three) consecutive years.

The Company has received the consent letter in the Form DIR-2 furnished by Mr. Naveen Mehta (DIN: 10537349) providing his consent to act as an independent director of the Company and the declaration and the undertakings in the Form DIR-8 furnished by Mr. Naveen Mehta (DIN: 10537349) confirming that he is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

The Company has also received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions specified in the Act and he is independent of the management.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required to appoint an independent director.

The Board recommends the Special resolutions set out in item no. 1 of the Notice for your approval.

Except Mr. Naveen Mehta (DIN: 10537349), being the appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

As stipulated under Secretarial Standard-2, brief profile of Mr. Naveen Mehta (DIN: 10537349) including names of companies in which he holds directorships is provided below in Table:

| | |
|--|---|
| Name of the Director | Naveen Mehta |
| DIN | DIN: 10537349 |
| Age | 41 Years |
| Nationality | Indian |
| Qualification | Chartered Accountant |
| Experience | Naveen Mehta, aged 41 years, is an Independent Director of our Company. He holds a bachelor's degree in commerce from University of Madras. He is a fellow member of the Institute of Chartered Accountants of India and has been a practicing chartered accountant since April 29, 2015. In the past, he was associated with IFCI Financial Services Limited in the capacity of manager merchant banking between November 2010 to May 2012; and with Shriram Entrepreneurial Ventures Limited in the capacity of senior manager finance between June 2012 to October 2014 He is presently associated with S. Chenthilkumar & Co., Chartered Accountants, in the capacity of a partner since December 30, 2015 and with M/s Naveen Mehta & Associates, in the capacity of a sole proprietor since July 7, 2022 He holds an experience of more than a decade in merchant banking, financial and accounts management. |
| Terms and Conditions of Appointment | Appointment as an Independent Director for a period of three years and shall not be eligible to retire by rotation |
| Remuneration last drawn (FY 2025-2026) | Not Applicable |



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| | |
|---|---|
| Remuneration proposed to be paid | Sitting fees will be paid to Mr. Naveen Mehta as approved by the Board. |
| Date of first appointment on the Board | July 23, 2025 |
| Shareholding in the Company | NIL |
| Relationship with other director and other KMP | NIL |
| Number of meetings attended during the financial year 2024-2025 and till the date of Notice of this EGM | NIL |
| Other Directorships, Membership/Chairman of Committees of other Boards | Directorship – 1 Membership of Committees of other Boards – 2 Chairperson of Committees of other Boards – 1 |
| Listed Company Directorships, Membership/Chairman of Committees | NIL |
| Resignation from Listed Entities in past three years | NIL |
| Justification for choosing the appointee | Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association would be of immense benefit to the Company and hence, it is desirable to appoint him as an Independent Director. |

Item 2

The Company intends to undertake an initial public offering (the “Offer”) of its equity shares (the “Equity Shares”). In connection with the Offer, the Company will be required to comply with the Companies Act, 2013, and the rules thereunder, each as amended (the “Companies Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”). Accordingly, the Board has recommended the appointment of Ms. Aruna Subbaraman (DIN: 05210716) as a woman independent director on the Board of the Company for a term of 03 (three) consecutive years.

The Company has received the consent letter in the Form DIR-2 furnished by Ms. Aruna Subbaraman (DIN: 05210716) providing her consent to act as an independent director of the Company and the declaration and the undertakings in the Form DIR-8 furnished by Ms. Aruna Subbaraman (DIN: 05210716) confirming that she is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

The Company has also received a declaration from her that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, she fulfills the conditions specified in the Act and she is independent of the management.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required to appoint an independent director.

The Board recommends the Special resolutions set out in item no. 2 of the Notice for your approval.

Except Ms. Aruna Subbaraman (DIN: 05210716), being the appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

As stipulated under Secretarial Standard-2, brief profile of Ms. Aruna Subbaraman (DIN: 05210716) including names of companies in which he holds directorships is provided below in Table:

| | |
|----------------------|------------------|
| Name of the Director | Aruna Subbaraman |
| DIN | DIN: 05210716 |
| Age | 59 Years |
| Nationality | Indian |
| Qualification | MBA |



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| | |
|---|--|
| Experience | Aruna Subbaraman, aged 59 years, is an Independent Director of our Company. She holds a provisional certificate from University of Madras certifying that she has qualified the bachelor's and master's degree in commerce. In the past, she was associated with Institute for Financial Management and Research in the capacity of development coordinator between May 1992 to March 2008; in various capacities comprising governance and compliance with Dvara Holdings (formerly known as IFMR Trust), IFMR Mezzanine and IFMR Trust, forming part of the IFMR group, between April 2008 to July 2017; and with Samunnati Financial Intermediation and Services Private Limited in the capacity of group head – corporate governance since July 2017. She has an experience of more than three decades in financial management, compliance, internal audit and corporate governance. |
| Terms and Conditions of Appointment | Appointment as an Independent Director for a period of three years and shall not be eligible to retire by rotation |
| Remuneration last drawn (FY 2025-2026) | Not Applicable |
| Remuneration proposed to be paid | Sitting fees will be paid to Ms. Aruna Subbaraman as approved by the Board. |
| Date of first appointment on the Board | July 23, 2025 |
| Shareholding in the Company | NIL |
| Relationship with other director and other KMP | NIL |
| Number of meetings attended during the financial year 2024-2025 and till the date of Notice of this EGM | NIL |
| Other Directorships, Membership/Chairman of Committees of other Boards | Directorship – 1 Membership of Committees of other Boards – 2 Chairperson of Committees of other Boards – 1 |
| Listed Company Directorships, Membership/Chairman of Committees | NIL |
| Resignation from Listed Entities in past three years | NIL |
| Justification for choosing the appointee | Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association would be of immense benefit to the Company and hence, it is desirable to appoint him as an Independent Director. |

Item 3

The Company intends to undertake an initial public offering (the "Offer") of its equity shares (the "Equity Shares"). In connection with the Offer, the Company will be required to comply with the Companies Act, 2013, and the rules thereunder, each as amended (the "Companies Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"). Accordingly, the Board has recommended the appointment of Mr. Meenakshi Sundaram Balasubramaniam (DIN: 05221828) as an independent director on the Board of the Company for a term of 03 (three) consecutive years.

The Company has received the consent letter in the Form DIR-2 furnished by Mr. Meenakshi Sundaram Balasubramaniam (DIN: 05221828) providing his consent to act as an independent director of the Company and the declaration and the undertakings in the Form DIR-8 furnished by Mr. Meenakshi Sundaram Balasubramaniam (DIN: 05221828) confirming that he is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.



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The Company has also received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions specified in the Act and he is independent of the management.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required to appoint an independent director.

The Board recommends the Special resolutions set out in item no. 3 of the Notice for your approval.

Except Mr. Meenakshi Sundaram Balasubramaniam (DIN: 05221828), being the appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

As stipulated under Secretarial Standard-2, brief profile of Mr. Meenakshi Sundaram Balasubramaniam (DIN: 05221828) including names of companies in which he holds directorships is provided below in Table:

| | |
|---|--|
| Name of the Director | Meenakshi Sundaram Balasubramaniam |
| DIN | DIN: 05221828 |
| Age | 45 Years |
| Nationality | Indian |
| Qualification | |
| Experience | Bala's leadership journey is marked by transformative roles across prominent organizations, including Citigroup, Dun & Bradstreet, Higher One, TransUnion, Transact, and Blackboard. As a CEO / Managing Director in these roles, he built high performance teams, drove product engineering excellence, and created significant value through state-of-the-art GCC operations & technology. His expertise lies in seamlessly aligning GCC capabilities with broader business goals, ensuring maximum organizational impact. Bala has also played a pivotal role in advancing the IT/ITES and GCC ecosystem at a national level. As Vice Chair and Chairman of NASSCOM's GCC Council (south) from 2015 to 2019, he championed innovation, collaboration, and growth in the sector, making significant contributions to its evolution and prominence. Bala MS is the immediate past Chairman of IIT Sricity, Ministry of Education Govt of India and presently Deputy Chairman of MoE Investor Committee Govt of India. |
| Terms and Conditions of Appointment | Appointment as an Independent Director for a period of three years and shall not be eligible to retire by rotation |
| Remuneration last drawn (FY 2025-2026) | Not Applicable |
| Remuneration proposed to be paid | Sitting fees will be paid to Mr. Meenakshi Sundaram Balasubramaniam as approved by the Board. |
| Date of first appointment on the Board | July 23, 2025 |
| Shareholding in the Company | NIL |
| Relationship with other director and other KMP | NIL |
| Number of meetings attended during the financial year 2024-2025 and till the date of Notice of this EGM | NIL |
| Other Directorships, Membership/Chairman of Committees of other Boards | Directorship – 3 Membership of Committees of other Boards – NIL Chairperson of Committees of other Boards – NIL |
| Listed Company Directorships, Membership/Chairman of Committees | NIL |
| Resignation from Listed Entities in past three years | NIL |



BONBLOC TECHNOLOGIES LIMITED
(FORMERLY KNOWN AS BONBLOC TECHNOLOGIES PRIVATE LIMITED)

CIN - U72900TN2020PLC137054

Regd Office: RR Tower IV, T.V.K. Industrial Estate, Guindy Industrial Estate, Chennai – 600 032

Email ID – cs@bonbloc.com Website – www.bonbloc.com

| | |
|--|---|
| Justification for choosing the appointee | Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association would be of immense benefit to the Company and hence, it is desirable to appoint him as an Independent Director. |
|--|---|

Item 4

In view of the proposed initial public offering of the Company, the Company intends to sub-divide the face value of the equity shares of the Company. The Board has recommended a sub-division of the Company's equity shares having face value of Rs. 10/- (Rupees Ten Only) each into equity shares having a face value of Rs. 1/- (Rupee One Only).

Pursuant to the provisions of Section 61, any sub-division of the share capital of the Company requires approval of the shareholders of the Company.

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 to the extent of their shareholding in the Company.

The board of directors of the Company recommends the resolutions set out at item no. 4 of the accompanying Notice for your approval as ordinary resolutions.

Item 5

In view of sub-division of the share capital of the Company, the existing Clause V of the memorandum of association of the Company ("Memorandum of Association"), is proposed to be substituted with the following:

"V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores only) consisting of 25,00,00,000 (Twenty Five Crores Only) Equity Shares of Rs. 1/- (Rupees One Only) each."

Copy of existing Memorandum of Association and the revised Memorandum of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the Extra-Ordinary General Meeting.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, as applicable, any amendment in memorandum of association requires approval of the shareholders of the Company.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The board of directors of the Company recommends the resolutions set out at Item No. 5 of the accompanying Notice for your approval as ordinary resolution.

FOR BONBLOC TECHNOLOGIES LIMITED
(FORMERLY KNOWN AS BONBLOC TECHNOLOGIES PRIVATE LIMITED)

V NAGESWARAN
COMPANY SECRETARY AND COMPLIANCE OFFICER
M.NO: A76559

*Address: 2/457B 1st Main Road Gandhi Nagar, Padappai,
Kancheepuram Tamil Nadu - 601301*

Place: Chennai
Date: July 25, 2025



BONBLOC TECHNOLOGIES LIMITED
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Proxy form

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U72900TN2020PTC137054

NAME OF THE COMPANY : BONBLOC TECHNOLOGIES PRIVATE LIMITED

REGISTERED OFFICE : RR TOWER IV, T.V.K. INDUSTRIAL ESTATE, GUINDY INDUSTRIAL ESTATE, CHENNAI - 600032

Name of the member :

Registered address:

E-mail Id:

I, being the member of shares of the above-named company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature:

As my proxy to attend and vote (on a poll) for me and on my behalf at the Extra Ordinary General Meeting of the company, to be held on Monday, 28th July 2025 at 11:00 A.M at the registered office situated at RR Tower IV, T.V.K. Industrial Estate, Guindy Industrial Estate, Chennai - 600032, and at any adjournment thereof in respect of such resolutions as are indicated in Notice above:

Signed this..... day of..... 2025

Signature of Shareholder

Signature of Proxy Holder(s)

NOTE: THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFOR THE COMMENCEMENT OF THE MEETING



BONBLOC TECHNOLOGIES LIMITED
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ATTENDANCE SLIP

| | |
|-----------|--|
| DP ID. | |
| CLIENT ID | |

| | |
|---------------|--|
| FOLIO NO. | |
| NO. OF SHARES | |

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company, held on Monday 28th July 2025 at 11:00 A.M. at the registered office of the Company situated at RR Tower IV, T.V.K. Industrial Estate, Guindy Industrial Estate, Chennai - 600032.



BONBLOC TECHNOLOGIES LIMITED
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CONSENT OF SHAREHOLDER FOR SHORTER NOTICE

[Pursuant to section 101(1)]

The Board of Directors
Bonbloc Technologies Limited (Formerly Known as Bonbloc Technologies Private Limited),
RR Tower IV, T.V.K. Industrial Estate,
Guindy Industrial Estate,
Chennai-600032.

Shorter Notice Consent for the EGM to be held on Monday, July 28, 2025 at 11.00 AM

Dear Sir,

I, _____, holding _____ equity shares of Rs. 10 Face Value per share, in my name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold an Extraordinary General Meeting on Monday, July 28, 2025 at 11:00 AM at the registered office of the company situated at RR Tower IV, T.V.K. Industrial Estate, Guindy Industrial Estate, Chennai - 600032 at shorter notice.

Signature:

Dated:



BONBLOC TECHNOLOGIES LIMITED
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Format Board Resolution - To Authorise Body Corporate Shareholders Representative to attend General Meetings.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF
(COMPANY NAME) HELD ON **(DATE) (DAY) (TIME)** AT **(VENUE OF THE BOARD MEETING)**

REG.: AUTHORIZING COMPANY'S REPRESENTATIVE TO ATTEND GENERAL MEETINGS

"RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013, and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Mr/Mrs.**(Representative Name)**, be and is hereby authorized to act as representative of the Company and the above mentioned Representative shall nominate any person to attend in respect of all items of business at all General Meetings of Bonbloc Technologies Limited (Formerly Known as Bonbloc Technologies Private Limited) or any adjournment thereof as an authorized representative of the Company."



BONBLOC TECHNOLOGIES LIMITED
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ROUTE MAP

