



BONBLOC TECHNOLOGIES LIMITED

(FORMERLY KNOWN AS BONBLOC TECHNOLOGIES PRIVATE LIMITED)

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

CIN – U62091TN2020PLC137054; 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 THURSDAY, SEPTEMBER 25, 2025 AT 04.00 P.M. 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 CONSIDER AND APPROVE THE AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT, in accordance with Sections 5, 14, 15 and the other applicable provisions of the Companies Act, 2013 and the applicable rules and regulations made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) each as amended (the **“Companies Act”**), the applicable provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended and in accordance with the enabling provisions of the memorandum of association and articles of association of the Company, in order to align the articles of association with the requirements of the relevant stock exchanges on which the equity shares of the Company are proposed to be listed a revised set of articles of association, as circulated and placed before the shareholders, be and are hereby approved and adopted as the revised articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Durai Appadurai, (DIN: 08889838) Managing Director or Mr. Swaminathan Rajagopalan, (DIN: 03459440) Whole Time Director & Chief Financial Officer or Mr. V Nageswaran, Company Secretary and Compliance Officer of the Company, severally, 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 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 act and deed of the Company, 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 APPROVAL TO AMEND, RESTATE AND ALIGN BESOS 2022 AND BESOS 2023 WITH SEBI SBEB & SE REGULATIONS, 2021:

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

“RESOLVED THAT pursuant to the provisions of section 62 and all other applicable provisions, if any, of the Companies Act, 2013 read along with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions under of Companies Act 2013, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (**“SEBI SBEB Regulations”**) and other applicable laws/ regulations (including any statutory amendment, modification or re-enactment of such statutes or the Regulations for the time being in force) and subject to all required approvals, permissions, sanctions and in accordance with the Memorandum of association and Articles of Association of the Company, such conditions and modifications



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as may be prescribed or imposed while granting the approvals referred to above, the approval of the Company be and is hereby accorded to amend, restate and align the following existing schemes of the Company in order to ensure conformity with SEBI SBEB & SE and allied requirements:

(a) Bonbloc Employees Stock Option Scheme – 2022 (BESOS 2022), originally approved by the Members at the AGM held on 30 September 2022; and

(b) Bonbloc Employees Stock Option Scheme – 2023 (BESOS 2023), originally approved by the Members at the AGM held on 30 September 2023;

and to adopt the restated texts titled “BESOS 2022 (Restated & Aligned)” and “BESOS 2023 (Restated & Aligned)” (collectively, the “Restated Schemes”), to be administered by the Nomination & Remuneration Committee (“NRC”) acting as the Compensation Committee under SBEB & SE.

RESOLVED FURTHER THAT it is specifically recorded that the realignment is undertaken solely to ensure conformity with SEBI SBEB & SE and applicable law, without prejudice to any vested or already-exercisable rights under grants made pursuant to the existing schemes; and that, save and except to the extent required for such conformity, there is no change to the overall pool, pricing methodology, corporate-action adjustment principles or economic terms of outstanding grants.

RESOLVED FURTHER THAT the NRC be and is hereby authorised to administer the Restated Schemes, including framing/amending implementing rules, issuing grant letters, determining vesting/exercise/lapse, and making fair and reasonable adjustments upon corporate actions so as to preserve overall economic value, in accordance with SEBI SBEB & SE.

RESOLVED FURTHER THAT the Board (including any Committee thereof) and the Company Secretary be and are hereby authorised to: (i) make/accept such modifications as may be required by SEBI/stock exchanges/Registrar of Companies; (ii) make requisite statutory filings and disclosures; (iii) (upon and after listing) host the scheme documents on the Company’s website in terms of LODR; and (iv) do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

FURTHER RESOLVED THAT Mr. Durai Appadurai, Managing Director (DIN: 08889838) and/or Mr. Swaminathan, Whole Time Director and Chief Financial Officer (DIN: 03459440) and/or Mr. V. Nageswaran, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard.”

ITEM NO.3 APPROVAL OF THE INITIAL PUBLIC OFFER:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the “**Companies Act**”), the Securities Contracts (Regulation) Act, 1956 (and the applicable rules thereunder), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, as amended and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (including in each case any statutory modifications or re-enactment thereof, for the time being in force) (the “**FEMA Regulations**”) and any other applicable laws, rules, regulations, policies, guidelines, press notes, notifications, circulars and clarifications issued from time to time, in India or outside India, as all amended (collectively, the “**Applicable Laws**”), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreement to be entered into between the Company and the respective recognized stock exchanges of India where the equity shares of face value of ₹ 1/- each of the Company (the “**Equity Shares**”) are proposed to be listed (“**Stock Exchanges**”), and subject to any



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approvals, consents, permissions or sanctions from the Government of India (the “GoI”), including the Department for Promotion of Industry and Internal Trade (“DPIIT”), the Department of Economic Affairs, the Ministry of Finance, the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (the “SEBI”), the Registrar of Companies, Tamil Nadu at Chennai (the “RoC”), the Stock Exchanges, and/or any other appropriate government, statutory or regulatory authorities, as may be required (collectively, the “Regulatory Authorities”), and any third parties including but not limited to lender(s) of the Company, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the board of directors of the Company (the “Board”, which term shall be deemed to include any committee which the Board has duly constituted or may hereinafter duly constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the shareholders of the Company is hereby granted for an initial public offering of Equity Shares, and the Board be and is hereby authorized to create, issue, transfer, offer and allot Equity Shares, through by way of a fresh issue of Equity Shares by the Company (the “Fresh Issue”) and/or an offer for sale of Equity Shares by certain existing and eligible shareholders of the Company (the “Selling Shareholders”, and such offer for sale, the “Offer for Sale” and together with the Fresh Issue, the “Offer” or “IPO”) in the Offer, such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 4,000 millions and such amount being raised pursuant to the Offer for Sale by certain existing and eligible shareholders of the Company (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange), subject to the prevailing market conditions and other relevant factors, on such terms and conditions, in such manner and during such period, to such person or persons as may be permitted by and in accordance with Applicable Laws, who may or may not be shareholders of the Company, as the Board may decide, including to one or more of the members of the Company, Hindu undivided families, anchor investors as defined under Regulation 2(1)(c) of the SEBI ICDR Regulations (if any) or qualified institutional buyers, each as defined under the SEBI ICDR Regulations, foreign portfolio investors, registered foreign venture capital investors, registered alternate investment funds, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, the National Investment Fund set up by the GoI, trusts/societies registered under the Societies Registration Act, 1860, as amended, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, development financial institutions, systemically important non-banking financial companies, Indian mutual funds registered with the SEBI, non-resident Indians, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons eligible to invest in Equity Shares of the Company, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof as may be permitted under Applicable Laws, in one or more tranches, at a price determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such price or prices (at a discount, at par or at a premium) per Equity Share as may be fixed and determined by the Board, and subject to Applicable Laws, including, without limitation, through a prospectus, offering circular or an offering document, and in such manner and on such terms and conditions as may be finalized by the Board, in consultation with the book running lead managers to the Offer (“BRLMs”) and/or underwriters and/or other advisors or such persons appointed for the Offer, and that the Board in consultation with the BRLMs may finalize all matters incidental thereto as it may in its absolute discretion thinks fit. The Equity Shares shall be offered and sold outside the United States in ‘offshore transactions’, in reliance on Regulation S under the U.S. Securities Act of 1933, as amended, and in accordance with the applicable laws and regulations of the jurisdictions where such offers and sales are made.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act and other Applicable Laws, the consent and approval of the shareholders of the Company is hereby accorded, to complete a private placement of certain specified securities aggregating up to such aggregate amount, at the discretion of the Board to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus (“Pre-IPO Placement”), at such other price as may be decided by the Board, in consultation with the BRLMs and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of a Pre-IPO Placement, the size of the Offer would be reduced, only from the Fresh Issue portion of the Offer, to the extent of Equity Shares issued



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under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under Regulation 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended.”

“**RESOLVED FURTHER THAT** the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs, subject to the receipt of consent of SEBI, RBI, the RoC, Stock Exchanges and/or such other approvals, permissions and sanctions of all other concerned statutory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other Applicable Laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.”

“**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law and in consultation with the BRLMs.”

“**RESOLVED FURTHER THAT** such of the Equity Shares to be issued under the Offer as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion think most beneficial to the Company, including offering or placing them with banks/financial institutions/investment institutions/mutual funds/bodies corporate/such other persons or otherwise as the Board may in its absolute discretion decide, subject to compliance with all Applicable Law.”

“**RESOLVED FURTHER THAT** the Equity Shares allotted and/or transferred in the Offer shall be subject to the memorandum of association and the articles of association of the Company and rank *pari passu* with the existing Equity Shares of the Company, in all respects, including rights in respect of dividend.”

“**RESOLVED FURTHER THAT** subject to Applicable Laws, oversubscription to the extent of 1% of the net Offer size, or such other extent as may be permitted under Applicable Laws may be retained by the Company for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in relation to the Offer.”

“**RESOLVED FURTHER THAT** the Equity Shares so allotted or transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India.”

“**RESOLVED FURTHER THAT** subject to Applicable Laws, the approval of the shareholders of the Company be and is hereby accorded to the listing and trading of the Equity Shares on BSE Limited and the National Stock Exchange of India Limited pursuant to the Offer.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Offer and to delegate all or any of the powers herein conferred in such manner as it may deem fit, including, without limitation, the following:

- (i) To make applications to seek clarifications and obtain approvals from, where necessary, the SEBI, the RBI, and any other Regulatory Authorities as may be required in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;
- (ii) To take all actions as may be necessary in connection with the Offer, including extending the Bid/Offer period, revision of the Price Band, in accordance with the Applicable Laws;
- (iii) To appoint and enter into arrangements with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, sponsor banks to the Offer, advisors to the Offer, escrow collection banks to the Offer, registrar to the Offer, refund banks to the Offer, public offer account

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banks to the Offer, advertising agencies, monitoring agency, legal counsel and any other agencies or persons or intermediaries (including any replacements thereof) to the Offer and to negotiate and finalize and amend the terms of their appointment, including but not limited to execution of the BRLMs' mandate letter, negotiation, finalization, execution and, if required, the amendment of the Offer agreement with the BRLMs and the underwriting agreement with the underwriters;

- (iv) To negotiate, finalize, settle, execute and deliver or arrange the delivery of the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP"), the prospectus, offer agreement, registrar agreement, syndicate agreement, underwriting agreement, advertising agency agreement, escrow and sponsor bank agreement, share escrow agreement, monitoring agency agreement and all other documents, deeds, agreements, memorandum of understanding and any notices, supplements, addenda and corrigenda thereto, as may be required or desirable, and other instruments whatsoever with the registrar to the Offer, legal advisors, auditors, Stock Exchanges, BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforementioned documents;
- (v) To decide the pricing, the terms of the Offer of the Equity Shares, all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with the investors, in consultation with the BRLMs, and rounding off, if any, in the event of over-subscription and in accordance with Applicable Laws;
- (vi) To decide in consultation with the BRLMs on the size, timing, pricing, discount, reservation and all the terms and conditions of the Offer, including the price band, bid period, Offer price, and to accept any amendments, modifications, variations or alterations thereto;
- (vii) taking on record the approval, notices and intentions received of the selling shareholders for offering their Equity Shares in the Offer for Sale;
- (viii) To finalize, settle, approve and adopt and file in consultation with the BRLMs, where applicable, the DRHP with the SEBI, RHP with the RoC, the prospectus for the Offer together with any addenda, corrigenda or supplement thereto with the SEBI and RoC and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/modifications as may be required by and to submit undertaking/certificates or provide clarifications to the SEBI, the RoC or any other relevant Regulatory Authorities or in accordance with Applicable Laws;
- (ix) To seek, if required, the consent of the industry data providers, parties with whom the Company has entered into various commercial and other agreements, all concerned Regulatory Authorities in India or outside India, and any other consents that may be required in relation to the Offer or any actions connected therewith;
- (x) To open and operate bank account(s) of the Company in terms of the escrow and sponsor bank agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xi) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;
- (xii) To approve code of conduct as may be considered necessary or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;
- (xiii) To authorize any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer;
- (xiv) To approve suitable policies in relation to the Offer as may be required under Applicable Laws;
- (xv) To approve any corporate governance requirement that may be considered necessary by the Board or as may be required under Applicable Laws, in connection with the Offer;



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- (xvi) To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;
- (xvii) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013 or as may be required by the regulations issued by the SEBI and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xviii) To determine and finalise the bid opening and bid closing dates (including bid opening and closing dates for Anchor Investors), floor price/price band for the Offer, the Offer Price for Anchor Investors, approve the basis for allocation/allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the prospectus, in consultation with the BRLMs;
- (xix) To issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on the Stock Exchanges, with power to authorize one or more officers of the Company to sign all or any of the aforementioned documents;
- (xx) To withdraw the DRHP or the RHP or not to proceed with the Offer at any stage, if considered necessary and expedient, in accordance with Applicable Laws;
- (xxi) To authorise and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;
- (xxii) To make applications for listing of Equity Shares on the Stock Exchanges and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;
- (xxiii) To do all such deeds and acts as may be required to dematerialize the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this regard with power to authorize one or more officers of the Company to execute all or any of the aforementioned documents;
- (xxiv) To do all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary or desirable for the Offer, in consultation with the BRLMs, including without limitation, determining the anchor investor portion and allocation to Anchor Investors, finalizing the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;
- (xxv) To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary and permissible under Applicable Laws to the officials of the Company;
- (xxvi) To approve the expenditure in relation to the Offer;
- (xxvii) To approve and adopt the relevant restated consolidated financial statements to be issued in connection with the Offer;
- (xxviii) To take such action, give such directions, as may be necessary or desirable as regards the Offer and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the Offer, as are in the best interests of the Company;



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- (xxix) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as it may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by it or any committee thereof shall be conclusive evidence of the authority of the Board in so doing; and
- (xxx) To delegate any of the powers mentioned above to the following persons, namely Mr. Durai Appadurai, Managing Director (DIN: 08889838) and/or Mr. Swaminathan, Whole Time Director and Chief Financial Officer (DIN: 03459440) and/or Mr. V. Nageswaran, Company Secretary and Compliance Officer of the Company to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.
- (xxxii) To accept and appropriate the proceeds of the Fresh Issue in accordance with Applicable Laws.”

“**RESOLVED FURTHER THAT** in relation to the Offer, any decision regarding the Offer may be made by the Company together with, or in consultation with the BRLMs as may be mutually agreed upon in terms of any agreement in connection with the Offer.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, Mr. Durai Appadurai, Managing Director (DIN: 08889838) and/or Mr. Swaminathan, Whole Time Director and Chief Financial Officer (DIN: 03459440) and/or Mr. V. Nageswaran, Company Secretary and Compliance Officer of the Company, severally, 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, without limitation, the issue, transfer and allotment of the Equity Shares pursuant to the Offer, and may subject to the provisions of Applicable Laws, determine the terms of the Offer, including with respect to the class of investors to whom the Equity Shares are to be allotted and/or transferred, the number of Equity Shares to be allotted and/or transferred, the Offer price, premium amount, Discount (as allowed under Applicable Laws), [Reservations], appointment of the intermediaries, opening escrow accounts, finalizing the basis of allotment of the Equity Shares, to approve the incurring of expenditure and the payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer, to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt, and further, to negotiate, finalize and execute all documents, agreements, papers, instruments and writings including arrangements with the Selling Shareholders, the BRLMs, underwriters, escrow agents, legal advisors, etc., 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 to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions of the Offer or the documentation in relation thereto 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 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 act and deed of the Company, as the case may be.”

“**RESOLVED FURTHER THAT** in relation to the Offer, any decision regarding the Offer may be made by the Company together with, or in consultation with the BRLMs as may be mutually agreed upon in terms of any agreements in connection with the Offer.”

“**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 CONSIDER AND APPROVE THE INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA:

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, as amended (“FEMA”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and the Consolidated FDI Policy Circular of 2020, dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Government of India, Master Directions – Foreign Investment issued by the Reserve Bank of India (as amended from time to time) as amended, the Companies Act, 2013, and the rules made thereunder, each as



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CIN – U62091TN2020PLC137054; Email ID – cs@bonbloc.com Website – www.bonbloc.com

amended (collectively referred to as the “Companies Act”) and subject to all applicable approvals, permissions and sanctions of and/or filings with the Reserve Bank of India, the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board, the aggregate limit of NRI and OCI investment on a repatriation basis in the equity shares of face value of ₹ 1/- each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, is increased from 10% to 24% of the paid-up equity share capital of the Company on a fully diluted basis, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital on a fully diluted basis or such other limit as may be stipulated under applicable law in each case, from time to time.or such other limit as may be stipulated under applicable law in each case, from time to time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, Mr. Durai Appadurai, (DIN: 08889838) Managing Director or Mr. Swaminathan Rajagopalan, (DIN: 03459440) Whole Time Director & Chief Financial Officer or Mr. V Nageswaran, Company Secretary and Compliance Officer of the Company, severally, 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 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 act and deed of the Company, 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.”

**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: September 24, 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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“ Act”) is annexed hereto.
3. 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.
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 list its equity shares (the “**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the “**Offer**”). In order to undertake the Offer, the Company will be required to ensure that the articles of association of the Company conform to the requirements and directions provided by the Securities and Exchange Board of India (the “**SEBI**”) and relevant stock exchanges prior to filing of the draft red herring prospectus with the SEBI and the relevant stock exchanges, and contain such other articles as required by a listed company under applicable laws (including the applicable provisions of the Companies Act, 2013 and the rules thereunder, each as amended (the “**Companies Act**”)).

A copy of the existing set of articles of association and the revised articles of association will be made available for inspection at the registered office of the Company during the Company’s working hours on any business day from 11:00 A.M to 05:00 P.M till the date of the extraordinary general meeting.

Pursuant to the provisions of Section 14 of the Companies Act, any amendment of the articles of association of a company requires the approval of the shareholders of the Company.

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

None of the directors or managers or key managerial personnel of the Company or their respective relatives are interested in these resolutions.

Item 2

The Company intends to list its equity shares (the “**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with such Equity Shares, it is mandatory to amend and restate the existing ESOP schemes (BESOS 2022 & 2023) in order to align them with the requirements of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (“SEBI SBEB Regulations”). Accordingly, the Board of Directors of the Company vide circular resolution passed on September 24 2025 to amend the employees stock option plan (BESOS 2022 & 2023) are proposed to be amended and restated.

The purpose of the ESOP schemes is to encourage ownership of the equity shares by eligible employees on an ongoing basis. The ESOP schemes are intended to benefit the Company by enabling the Company to attract and retain the best available talent to contribute and share in the growth of the Company. In terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6 of the SBEB Regulations, the salient features of the amended ESOP Scheme are provided under the following table:

1. Brief Description of the Scheme(s):

This proposed Scheme called the “**Bonbloc Employee Stock Option Scheme 2022**” (BESOS 2022) (Restated & Aligned) and **Bonbloc Employee Stock Option Scheme 2023**” (BESOS 2023) (Restated & Aligned)” is intended to reward the Eligible Employees of the Company, for their performance and to motivate them to contribute to the growth and profitability of the Company. The Eligible Employees shall be granted all the stock options in one or more tranche, which will vest on particular dates and could be exercisable into Equity Shares, on the terms and conditions as provided hereunder, in accordance with the provisions of the applicable laws and regulations for the time being in force.

2. Total number of options to be granted:

45,00,000 options having face value of Rs.1/- each fully paid-up Equity Shares of the Company be granted to the eligible employees, that would entitle the grantees to acquire, in one or more tranches.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board or NRC Committee is authorized to re-grant such lapsed / cancelled options as per the provisions of **Bonbloc Employee Stock Option**



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Scheme 2022” (BESOS 2022) (Restated & Aligned) and Bonbloc Employee Stock Option Scheme 2023” (BESOS 2023) (Restated & Aligned), within overall ceiling. In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the options granted.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

Classes of employees who are entitled to participate in **Bonbloc Employee Stock Option Scheme 2022” (BESOS 2022) (Restated & Aligned) and Bonbloc Employee Stock Option Scheme 2023” (BESOS 2023) (Restated & Aligned)** includes the permanent employees of the Company, including Whole Time Directors and Non-Executive Directors (other than Independent Directors, Promoters of the Company, and Directors who, either themselves or through their relatives or any body corporate, directly or indirectly hold more than 10% of the outstanding equity shares of the Company), whether whole-time or otherwise, whether working in India or outside India, and also includes employees of the Company’s holding and/or subsidiary company(ies) of the Company as may be decided by the Board or NRC Committee but does not include an employee who is a promoter or a person belonging to the promoter group.

The class of Employees eligible for participating in the Scheme shall be determined on the basis of the grade, number of years’ service, performance and role assigned to the employee and such other parameters as may be by the Board or NRC Committee in its sole discretion from time to time.

The options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

4. Requirements of vesting and period of vesting:

- a) The Options shall vest over a period as may be determined by the Board or NRC Committee from the date of the Grant of Options.
- b) On the expiry of the Vesting Period, the Option Holder has the option to convert the Options into Shares of the Company, either in full or in part at any time during the Exercise Period. In the event the Option is not exercised within the Exercise Period, then the Option shall be forfeited by the Company. In case, he/she Exercises and pays for only a part of the Options during the Exercise Period, the balance of the Vested Options shall lapse.
- c) There shall be a minimum period of 1 (one) year or as approved by the Board or NRC Committee at the time of the Grant (known as “cliff period”) between the grant of options and vesting of option.
- d) Upon Vesting, the Option Holder shall be entitled to Exercise the Vested Options, either in full or in part at any time during the Exercise Period. In the event the Option is not exercised within the Exercise Period, then the Option shall lapse and be forfeited by the Company.

5. Maximum period within which the options shall be vested:

Options granted under **Bonbloc Employee Stock Option Scheme 2022” (BESOS 2022) (Restated & Aligned) and Bonbloc Employee Stock Option Scheme 2023” (BESOS 2023) (Restated & Aligned)** would vest subject to minimum period of One year (1) continuous completed service or such other period as may be determined by the Board or NRC Committee from the date of Grant of Options.

6. Exercise price or pricing formula:

The exercise price is decided as per the valuation report at the time of grant.

7. Exercise period and the process of Exercise:

- 7.1 The Exercise of Options shall be in accordance with the table set out below:

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Sr. No.	Events	Vested	Unvested
1.	Resignation / Termination (other than due to misconduct or policy breach)	All the Vested options (including Vested Superlative options) as on the date on which notice of termination of employment by way of resignation has been given by the Participant shall be permitted to be exercised before the last working day of the participant, unless the NRC decides otherwise.	All Unvested options (including Unvested Superlative options) as on date on which notice of termination of employment by way of resignation has been given by the Participant shall lapse with immediate effect and the contract with the Company shall stand automatically terminated without surviving any right/ liability for the Participant or the Company/ Subsidiary Company in respect of such options granted.
2.	Termination as a “Good Leaver” (as determined by Board or NRC)	All Vested Options as on the date of submission of resignation shall be exercisable within the period specified in the Accelerated Vesting Letter or such other period as determined by the Board or NRC.	<p>The Board or the Committee may, at its sole discretion, accelerate the vesting of any Unvested Options provided the minimum vesting period of one year is met (“Acceleration”).</p> <p>The accelerated Vested Options may be exercised within the time specified in the Accelerated Vesting Letter, which will be issued in accordance with applicable law.</p> <p>If the Board or the Committee does not approve Acceleration, all Unvested Options including those that haven’t completed the minimum vesting period, shall automatically lapse and stand cancelled from the date of the resignation notice.</p>
3.	On Termination of a Participant on account of Misconduct or in case of Abandonment	All Vested Options as on the date of termination may also be forfeited on the date of termination (end of working hours on the last working day).	All Unvested Options held by the Employee as on the date of termination shall stand cancelled and forfeited with immediate effect, without any compensation or claim.
4.	Retirement	All Vested Options can be Exercised by the Option Holder immediately after, but in no event later than 18 (Eighteen) months from the date of such retirement or within such other additional period as the committee may determine.	All Unvested Options as on the date of Retirement would continue to Vest in accordance with the original vesting schedules even after the Retirement unless otherwise determined by the Committee in accordance with Applicable Laws.
5.	Death	All the Vested Options as on date of death shall be exercisable by the legal heir/ nominee of such deceased Grantee within 48 Months days from	All the Unvested Options as on the date of death shall vest immediately and may be exercised by the OptionHolder’s nominee

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		the date of Death or before the expiry of the Exercise Period, whichever is earlier. The Committee shall be entitled to extend this period subject to the maximum Exercise Period as set out in the Scheme.	immediately after, but in no event later than 48 months or such other additional period, as per the discretion of the committee, from the date of Death.
6.	Termination due to Permanent Incapacity	All Vested Options may be Exercised by the Option Holder or, in case of his inability to Exercise due to such Permanent Incapacity, by the nominee, immediately after, but in no event later than 48 (Forty-Eight) months from the date of such incapacity or within such other additional period as the committee may determine.	All the Unvested Options as on the date of such Permanent Incapacity shall vest immediately and can be Exercised by the OptionHolder or, in case of his inability to exercise due to such incapacity, the nominee immediately after, but in no event later than 48 (Forty-Eight) months or such other additional period, as per the discretion of the committee, from the date of such incapacity.
7.	Transfer/ deputation to Holding Company or Subsidiary Company	<u>Vesting schedule</u> Same as per the terms of the Exercise Period to remain <u>Grant</u> Same as per the terms of the Grant. In case of subsequent separation, treatment of Options shall be as per the applicable circumstance mentioned in this table.	<u>Vesting schedule</u> Same as per the terms of the Exercise Period to remain <u>Grant</u> Same as per the terms of the Grant. In case of subsequent separation, treatment of Options shall be as per the applicable circumstance mentioned in this table.
8.	Liquidity Event	In the event of Liquidity Event, the Board shall allow Exercise of Vested Options, and may at its discretion make exercise of Vested Options mandatory.	In the event of Liquidity Event, subject to approval from the Board, all the unvested Options granted till the occurrence of the Liquidity Event shall vest immediately and the OptionHolder shall be allowed to Exercise the Vested Options. The Board may at its discretion make exercise of Vested Options mandatory
9.	Any Other Reason	Unless otherwise determined by the Committee, the Vested Options as on that date of termination shall be exercisable within 120 (One Hundred and Twenty) days from the date of termination or before the expiry of the Exercise period, whichever is earlier. The Committee shall be entitled to extend this period subject to the maximum Exercise Period as set out in the Scheme.	Unless otherwise determined by the Committee, all Unvested Options on the date of separation shall stand cancelled with effect from that date.

8. Appraisal process for determining the eligibility of employees under Bonbloc Employee Stock Option Scheme 2022” (BESOS 2022) (Restated & Aligned) and Bonbloc Employee Stock Option Scheme 2023” (BESOS 2023) (Restated & Aligned):

The appraisal process for determining the eligibility of the employees will be decided by the Board or NRC Committee from time to time.

9. Lock in Period, if any:

The shares acquired through the ESOS shall not be subject to any lock-in period. However, the transfer of shares would be subject to the conditions prescribed in the Charter documents of the Company.

10. Maximum number of options to be issued per employee and in aggregate:



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No Employee shall be granted, in any fiscal year of the Company, options aggregating to more than 1% of the outstanding issued share capital as on the date of grant, (excluding outstanding options and conversions). Notwithstanding the foregoing, pursuant to a specific Special Resolution passed by the Members of the Company in General Meeting, the Nomination and Remuneration Committee may grant to the Employee(s) mentioned in such Special Resolution, options aggregating to shares exceeding 1% of the outstanding issued share capital as on the date of the grant.

11. Maximum Quantum of benefits to be provided per employee under the Bonbloc Employee Stock Option Scheme 2022" (BESOS 2022) (Restated & Aligned) and Bonbloc Employee Stock Option Scheme 2023" (BESOS 2023) (Restated & Aligned):

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

12. The conditions under which option vested in employees may lapse e.g., in case of termination of employment for misconduct.

Please refer to Point no.7

13. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee;

Please refer to Point no.7

14. Route of Scheme implementation:

The Scheme shall be implemented and administered directly by the Company.

15. Source of Shares:

The Scheme contemplates new Issue of Shares by the Company ("Primary Shares").

16. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:

The Company is not providing any loan for Bonbloc Employee Stock Option Scheme 2022" (BESOS 2022) (Restated & Aligned) and Bonbloc Employee Stock Option Scheme 2023" (BESOS 2023) (Restated & Aligned) purpose, as Company is directly implementing the plan.

17. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:

This is not relevant under the present scheme.

18. Whether the scheme involves new issue of shares by the Company

Bonbloc Employee Stock Option Scheme 2022" (BESOS 2022) (Restated & Aligned) and Bonbloc Employee Stock Option Scheme 2023" (BESOS 2023) (Restated & Aligned) involves new issue of shares by the Company.

19. Accounting and Disclosure Policies:

As specified in Regulation 15 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company shall comply with the requirements of the 'Guidance Note on Accounting for employee share-based Payments' or other accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time including the disclosure requirements.



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Bonbloc Employee Stock Option Scheme 2022” (BESOS 2022) (Restated & Aligned) and Bonbloc Employee Stock Option Scheme 2023” (BESOS 2023) (Restated & Aligned) are accounted under the Indian Accounting Standard (Ind AS) 102 Share based payments and such other accounting policies/ principles as may be prescribed from time to time during the continuance of Bonbloc Employee Stock Option Scheme 2022” (BESOS 2022) (Restated & Aligned) and Bonbloc Employee Stock Option Scheme 2023” (BESOS 2023) (Restated & Aligned). The same is in accordance with the SEBI (SBEB&SE) Regulations, 2021.

20. Method of Valuation:

The Company follows Black Scholes model or such other model as appropriate for computing the intrinsic value of shares granted under ESOP scheme. The compensation cost is recognised to Profit & Loss statement over the vesting period as per the applicable Accounting Standards.

The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earnings per Share (EPS) of the company.

21. Terms & conditions for buyback, if any, of specified securities covered under SBEB regulations.

Subject to the provisions of the prevailing applicable law, the Board shall determine the procedure for buy-back of the specified securities / Options granted under the ESOP Scheme if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

22. Rights of the option holder:

The employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are allotted upon exercise of option.

Consent of the members is being sought by way of Special Resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013.

A draft copy of the “**Bonbloc Employee Stock Option Scheme 2022” (BESOS 2022) (Restated & Aligned) and Bonbloc Employee Stock Option Scheme 2023” (BESOS 2023) (Restated & Aligned)** is available for inspection at the Company’s Registered Office on all working days (excluding Saturday, Sunday and Holidays) till the date of the Annual General Meeting.

Therefore, The Board recommends the Resolution(s) set out at Item No. 2 of the Notice to the Members for their consideration and approval, by way of Special Resolution(s).

The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in these Resolutions only to the extent of any Stock Options that may be granted to them and the resultant equity shares issued, as applicable.

Item 3

The Company intends to list its equity shares (“**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing in such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of Equity Shares, and to create, issue, transfer, offer and/or allot such number of Equity Shares, including by way of a fresh issue of Equity Shares by the Company (the “**Fresh Issue**”) and/or an offer for sale of Equity Shares by certain shareholders of the Company (the “**Selling Shareholders**”, and such offer for sale, the “**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”) in the Offer, such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 4,000/- million and the Offer for Sale by the selling shareholder(s). The Company intends to undertake the Offer and list the Equity Shares at an opportune time, in consultation with the book running lead managers and other advisors, subject to applicable regulatory approvals.

The Offer structure will be finalized at the absolute discretion of the Board. Unless the context requires otherwise, the term, “**Offer**” includes the Fresh Issue and the Offer for Sale. The Offer will be made to the various categories of permitted investors who may or may not be shareholder(s) of the Company in accordance with the Securities and



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Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”). The Equity Shares, if any, allotted in the Offer shall rank *pari passu* in all respects with the existing Equity Shares.

The proceeds from the Offer shall be disclosed in the DRHP to be filed with SEBI in connection with the Offer. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to Applicable Laws. The price at which the Equity Shares will be allotted through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for Equity Shares offered in the Offer shall be determined and finalised by the Company in consultation with the BRLM to the Offer in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

Please note that in terms of the SEBI ICDR Regulations, the entire pre-Offer equity share capital of the Company (other than the Equity Shares offered under the Offer and the Equity Shares contributed towards minimum promoter contribution), shall be locked-in for a period of six months from the date of allotment pursuant to the Offer, subject to exceptions under the SEBI ICDR Regulations.

Further, in terms of the SEBI ICDR Regulations, Equity Shares held by the shareholders prior to the Offer and locked-in for a period of six months may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the applicable lock-in and the transferee being ineligible to transfer such Equity Shares until expiry of the lock-in period, and compliance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchanges

The Company will not make an offer of Equity Shares to the promoters in the Offer. However, the directors (other than the independent directors of the Company) or the key managerial personnel may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

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

Pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company is required for an initial public offering.

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

Except for Mr. Durai Appadurai, Mr. Sourirajan and Mr. Swaminathan Rajagopalan no other Director, Key Managerial Personnel, or their relatives are, in any way, concerned or interested in this resolution.

Item 4

In terms of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the “FEMA Regulations”), and the Consolidated FDI Policy Circular of 2020, as amended (together with the FEMA Regulations, the “FEMA Laws”), the Non-resident Indians (“NRIs”) and Overseas Citizens of India (“OCIs”), together, can acquire and hold on repatriation basis up to an aggregate limit of 10% of the paid up equity share capital of an Indian listed company on a fully diluted basis. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India as required under the FEMA Laws. Considering the proposal of intending to get the equity shares of the Company listed, the Board may consider, subject to the approval of the shareholders by way of a special resolution, to increase the foreign investment limit of NRIs and OCIs, together, to 24% of the paid up equity share capital of the Company, provided however, that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital on a fully diluted basis or such other limit as may be stipulated under applicable law in each case, from time to time.

The Board recommends the resolutions set out in item no. 4 of the Notice for your approval.

None of the directors or managers or key managerial personnel of the Company or their respective relatives are interested in these resolutions.



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**FOR BONBLOC TECHNOLOGIES LIMITED
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**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: September 24, 2025



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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 Thursday, September 25, 2025 at 04.00 PM

Dear Sir,

I, _____, holding _____ equity shares of Rs. 1 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 Thursday, September 25, 2025 at 04.00 PM 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

(FORMERLY KNOWN AS BONBLOC TECHNOLOGIES PRIVATE LIMITED)

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

CIN – U62091TN2020PLC137054; Email ID – cs@bonbloc.com Website – www.bonbloc.com

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 : U62091TN2020PLC137054
NAME OF THE COMPANY : BONBLOC TECHNOLOGIES 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:

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 Thursday, September 25, 2025 at 04.00 PM 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 BEFORE THE COMMENCEMENT OF THE MEETING



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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 Thursday, September 25, 2025 at 04.00 PM at the registered office of the Company situated at RR Tower IV, T.V.K. Industrial Estate, Guindy Industrial Estate, Chennai - 600032.



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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

