

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of Fabtech Technologies Cleanrooms Limited will be held on Saturday, March 14, 2026 at 12.30 PM(IST) for the transaction of the following businesses, through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), in conformity with the regulatory provisions and the circulars issued by the Ministry of Corporate Affairs, to transact the following businesses.

The venue of the EGM shall be deemed to be the Registered Office of the Company at 615, Janki Center Off. Veera Desai Road, Andheri West, Mumbai- 400053

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules and regulations (including any statutory modification(s), amendment(s), clarification(s), substitution(s), or re-enactment(s) thereof for the time being in force) (collectively referred to as the “Act”), and in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), the equity listing agreement entered into by the Company with BSE Limited (**“BSE”**), and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, and other applicable rules, regulations, circulars, notifications and guidelines issued by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), and the Articles of Association of the Company, and subject to such approvals, consents and permissions from BSE, Registrar of Companies (**“RoC”**) and such other regulatory authorities as may be required in this regard and pursuant to the changes as may be required to be made in the resolution and terms of issue for giving effect to such terms and conditions as may be levied by BSE, RoC or any other statutory authorities while granting its approval, consents and permissions and on the recommendation of the Board of Directors of the Company and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion, the consent of the Shareholders be and is hereby accorded to create, offer, issue and allot, on a preferential basis, up to **1,24,440 (One Lakh Twenty-Four Thousand Four Hundred and Forty) Equity Shares of face value Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 320/- (Rupees Three Hundred Twenty Only) per equity share** [including premium of Rs. 310/- (Rupees Three Hundred and Ten only) per equity share], aggregating up to Rs. 3,98,20,800 (Rupees Three Crores Ninety-Eight Lakh Twenty Thousand and Eight Hundred only) to Mr. . Raveendra Sundara Shetty, for cash, in accordance with the SEBI (ICDR) Regulations and other applicable laws

RESOLVED FURTHER THAT the details of proposed allottee and the number of equity shares to be allotted shall be as under:

Sr No	Name of Proposed allottees	Pre-Pref Holding	Maximum No of Equity Shares to be allotted	Current Status / Category	Proposed Status / Category
1.	Mr. Raveendra Shetty	-	1,24,440	Non-Promoter	Non-Promoter

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to Mr. Raveendra Shetty shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws.”

RESOLVED FURTHER THAT in terms of Regulation 161 of SEBI ICDR Regulations (as amended) provisions of Chapter V of the ICDR Regulations, the relevant date for determining the issue price for the proposed preferential issue of equity shares to be issued and allotted shall be **February 12, 2026 (“Relevant Date”)**, being the date 30 (thirty) days prior to the date of this Extra-Ordinary general meeting in which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 and other applicable provisions of the SEBI ICDR Regulations and other provisions of the Articles of Association of the Company, the Valuation Reports, as issued by M/s Ca Manish Kumar Bhagat, Registered Valuers for the Company on the valuation and pricing of the equity shares of Fabtech Technologies Cleanrooms Limited be and are hereby noted and approved

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to Mr. Raveendra Shetty through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange.”

“RESOLVED FURTHER THAT pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to Mr. Raveendra Shetty through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of Mr. Raveendra Shetty in form PAS-5.”

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RESOLVED FURTHER THAT the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI ICDR Regulations.”

RESOLVED FURTHER THAT the offer and issue of the Equity Shares proposed to be issued and allotted to Mr. Raveendra Shetty, on preferential basis shall inter alia be subject to the following terms and conditions apart from others as prescribed under applicable laws:

(a) The Equity Shares to be issued and allotted to Mr. Raveendra Shetty shall be listed and traded on the Stock Exchanges where the existing equity shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals.

(b) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.

(c) The Equity Shares to be issued and allotted shall be under lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations.

(d) The Equity Shares shall be allotted by the Company to Mr. Raveendra Shetty in dematerialized form within a period of 15 (fifteen) days from the later of (i) date of receipt of requisite shareholders' approval; or (ii) date of receipt of last of the approvals/ permission required for such allotment from any regulatory authority (including, but not limited to the in-principle approval of the BSE Limited (“Stock Exchanges”) for issuance of the Equity Shares) or such extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time.

(e) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.

(f) The Equity Shares to be issued to Mr. Raveendra Shetty shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

(g) Mr. Raveendra Shetty shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

(h) The issue of Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

(i) The Equity Shares so allotted to Mr. Raveendra Shetty under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.

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(j) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.”

RESOLVED FURTHER THAT, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including without limitation:

- (a) to effect any modification(s), change(s), variation(s), alteration(s), addition(s) and/or deletion(s) of the relevant terms and conditions related to the issue of Equity Shares, as may be required by any regulatory authorities or otherwise;
- (b) to issue and allot the Equity Shares to Mr. Raveendra Shetty;
- (c) authorise the credit of Equity Shares allotted to the demat account of Mr. Raveendra Shetty;
- (d) issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue);
- (e) entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Proposed Transaction) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to settle all questions, difficulties or doubts that may arise in regard to the offer;
- (f) issue and allotment of the Equity Shares and listing thereof with the relevant stock exchanges, apply to relevant stock exchanges for obtaining the in-principle approval in accordance with Regulation 160 of the SEBI ICDR Regulations and Regulation 28 of the Listing Regulations, listing approval of the Equity Shares, trading approval of the Equity Shares, and other activities as may be necessary for obtaining listing and trading approvals from the relevant stock exchanges;
- (g) file necessary forms with the appropriate authorities or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law, including the SEBI ICDR Regulations and the Listing Regulations;
- (h) obtain any and all regulatory approvals (including but not limited to the in-principle approval of the relevant stock exchanges for issuance of the Equity Shares), take all necessary actions and file all necessary applications, make representations with any regulatory authority, whether in person or through any representative in order to seek and obtain the requisite approvals for the Proposed Transaction and make necessary changes in the issue to give effect to any conditions levied by any regulator while granting such regulatory approval of any kind; and
- (i) take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing without being required to seek any fresh approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT any of the Directors, the Chief Financial Officer and the Company Secretary hereinafter referred to as (“Authorised Signatories”) of the Company be and are hereby severally



authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

2. Change in the name of the Company from “Fabtech Technologies Cleanrooms Limited” to “Fabtech Clenrooms Limited”

To consider and if thought fit, to pass with or without modification[s], the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder [including any statutory modification[s] or re-enactment[s] thereof, for the time being in force], and any other applicable law[s], rule[s], regulation[s], guideline[s], the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015, and subject to approval of the Central Registration Centre, Registrar of Companies and/ or any other statutory authority [“the Authority”] as may be necessary, approval of the members of the Company be and is hereby accorded for change of name of the Company from “**Fabtech Technologies Cleanrooms Limited**” to “**Fabtech Cleanrooms Limited**” or such other name as may be approved by the Authority.”

“**RESOLVED FURTHER THAT** subject to the approval and upon issuance of fresh certificate of incorporation by the Central Registration Centre, Registrar of Companies and / or any other statutory authority, the name clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

“The name of the Company is **Fabtech Cleanrooms Limited.**”

“**RESOLVED FURTHER THAT** upon issuance of fresh certificate of incorporation by the Authority consequent upon change of name of the Company, the old name “Fabtech Technologies Cleanrooms Limited” wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name as “**Fabtech Cleanrooms Limited**” or such other name as may be approved by the Authority.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally and/ or jointly authorised to sign, execute and file necessary applications, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to the foregoing resolutions and to further authorise and delegate all or any of the powers conferred herein in any manner as they may deem fit”

Date: February 12,2026

Place: Mumbai

Registered Office:615, Janki Centre, off. Veera Desai Road, Andheri (W), Mumbai 400053

By order of the Board of Directors,

Sd/-

For **Fabtech Technologies Cleanrooms Limited**
Jahnvi Mehta

Company Secretary & Compliance officer
Membership No.: A36473



CIN: L74999MH2015PLC265137

Tel.: +91 22 6159 2900

E-mail: secretarial@fabtechnologies.com

Website: www.fabtechcleanroom.com

NOTES:

1. Explanatory Statement

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 ('Act') in respect of special business of this Notice proposed to be transacted at the EGM and relevant information of this Notice, as required under Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are annexed hereto.

2. Convening of Extra-Ordinary General Meeting through Video Conferencing / Other Audio Visual Means facility

In accordance with General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022, 11/2022, 09/2023 and 09/2024 dated April 08, 2020, April 13, 2020, May 05, 2020, June 15, 2020, September 28, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively, issued by the Ministry of Corporate (collectively referred to as 'MCA Circulars'), the Securities and Exchange Board of India ('SEBI') Circular Nos. SEBI/ HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/CIR/P/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023, Circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 as amended from time to time (collectively referred to as 'SEBI Circulars') and in compliance with the provisions of the Companies Act, 2013 ('Act') and SEBI LODR Regulations, the Extra-Ordinary General Meeting of the Company ('EGM' or 'Meeting') is being conducted through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility, which does not require physical presence of the Members at a common venue. Hence, the Members are requested to attend and participate at the ensuing EGM through VC / OAVM facility being provided by the Company through National Securities Depository Limited ('NSDL'). The deemed venue for the EGM shall be the Registered Office of the Company.

EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

3. Dispatch of Notice through electronic means and inspection of documents

In terms of Section 101 and 136 of the Act, read with Rules made thereunder and Regulation 36 of the SEBI LODR Regulations, as amended from time to time, the listed companies may send the Notice of EGM by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars and SEBI Circular, electronic copy of the Notice of EGM along with the other required documents is being sent to all the Members whose e-mail addresses are registered with the Company/ RTA/ Depository Participant(s). Members may note that the Notice and other required documents will also be available on the Company's website www.fabtechcleanroom.com website of the stock exchanges i.e. BSE Limited (www.bseindia.com) and on website of the e-voting platform i.e. NSDL



(<https://www.evoting.nsdl.com>).

Members may note that relevant documents referred to in the Notice and other documents as required under applicable laws shall be made available for inspection in accordance with applicable statutory requirement based on request received by the Company at secretarial@fabtechnologies.com

For Members who have not received the Notice of EGM along with other required documents due to change/ non-registration of their e-mail address with the Company/ RTA/ Depository Participant(s), they may request for the said Notice and Annual Report, by sending an email at secretarial@fabtechnologies.com. Post receipt of such request and verification of details of the Member, the Member would be provided a soft copy of the said Notice and other documents. It is clarified that for registration of email address, the Members are however requested to follow due procedure for registering their e-mail address with the Company/ RTA in respect of physical holdings and with the Depository Participant(s) in respect of electronic holdings. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses valid with their Depository Participant(s)/RTA/Company to enable servicing of notices/ documents electronically to their email address.

The Members who have not received any communication regarding this EGM for any reason whatsoever, and are eligible to vote, are also entitled to vote, may obtain the User ID and password or instructions for remote e-voting by contacting the Company at secretarial@fabtechnologies.com or NSDL at evoting@nsdl.com.

The date to determine eligible shareholders for sending Notice is 13th February, 2026. Any person becoming Member of the Company after the dispatch of Notice of the EGM may obtain the user ID and password by referring to the e-voting instructions attached to this Notice and also available on the Company's website www.fabtechcleanroom.com and the website of NSDL www.evoting.nsdl.com. Alternatively, Member may send a request providing their email address, mobile number and self-attested PAN copy via email to secretarial@fabtechnologies.com for obtaining the Notice of EGM and other documents.

4. Quorum

The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the EGM. The Company may close the window for joining the VC/ OAVM facility 15 minute after the scheduled time of start of the EGM. The facility of participation at the EGM through VC/ OAVM will be made available on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors, who are allowed to attend the EGM without restriction as provided in the MCA Circulars.

5. Scrutinizer

The Board of Directors, at its Meeting held on Thursday, February 12, 2026, has appointed Ms. Rachana Shanbhag (Membership No FCS 8227/ CP 9297), RHS & Associates, as the Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman of the Meeting/ Company Secretary/ Whole-Time

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Director & Chief Executive Officer of the Company after completion of the scrutiny of the remote e-voting and e-voting at the EGM. The results will be announced by the Chairman of the Meeting/ Company Secretary/ Whole Time Director & Chief Executive Officer of the Company within 2 (two) working days from the conclusion of the EGM and will be posted on the Company's website and will also be posted on the website of NSDL at www.evoting.nsdl.com. The results shall also be intimated to the Stock Exchange where the securities of the Company are listed.

6. Registrar and Share Transfer Agent and Investor Services Department

The Company's Registrar and Share Transfer ("RTA") is Maashitla Securities Private Limited. In addition to the RTA, our Company is happy to assist in case of any difficulties being experienced by the Members in their interaction with the RTA. For any communication, the Members may send an e-mail to the secretarial@fabtechnologies.com

7. Registers

Electronic copies of all the documents referred to in the accompanying Notice of the EGM and the Explanatory Statement shall be made available for inspection. During the EGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act. The Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at secretarial@fabtechnologies.com

8. Electronic voting

In compliance with provisions of Sections 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is providing remote e-voting facility to enable the Members to cast their votes electronically on the matters included in this Notice. For this purpose, the Company has engaged the services of NSDL to provide e-voting facility to enable the Members to cast their votes electronically. The facility of casting votes by a Member using remote e-voting system as well as e-voting at the EGM will be provided by NSDL.

Members are requested to follow the procedure stated in the "Instructions for E-voting Section" of this Notice for casting of votes electronically. **The cut-off date** for determining the Members eligible to vote on Resolutions proposed to be considered at the Meeting is **March 06, 2026**. The remote e-voting period will commence on **March 11, 2026 at 9:00 a.m. (IST) and end on March 13, 2026 at 5:00 p.m. (IST)**. The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be disabled thereafter. However, Members shall be able to vote during the Extra- Ordinary General Meeting.

The Resolutions set out in this Notice shall be deemed to have been passed on the date of the EGM, if approved by the requisite majority. Only those Members whose names are appearing on the Register of Members/ List of Beneficial Owners as on the cut-off date i.e March 06, 2026, shall be entitled to cast their vote through remote e-voting or voting through VC/ OAVM at the EGM, as the case may be. A person who is not a Member on the cut-off date should treat this Notice for information purpose Only Members who have cast their vote by remote e-voting prior to the EGM, may also attend and participate in the proceedings of the EGM through VC/OAVM but shall not be entitled to cast their votes again The Members can opt for only one mode of voting remote e-voting or e-voting through VC/ OAVM at the EGM. In case of voting by both the modes, vote cast through



remote e-voting will be considered as final and e-voting through VC/ OAVM at EGM will not be considered. Members must note that voting by show of hands will not be available at the Meeting in terms of the aforesaid provisions.

9. Proxy(ies)

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/ OAVM facility, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/ OAVM and participate there at and cast their votes through e-voting.

10. Corporate Representations

Corporate Shareholders (i.e. other than individuals, HUFs, NRIs, etc.)/ Institutional shareholders are required to send a scanned copy (PDF/ JPG Format) of their respective Board or governing body Resolution/ Authorization etc., authorizing their representative to attend the EGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to office@csdakamat.Com with a copy marked to secretarial@fabtechnologies.com Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.

11. Voting Rights

Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the cut-off date i.e. March 06, 2026.

13. Joint Holders

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cutoff date will be entitled to vote at the EGM.

14. Route Map

As the EGM is being held through VC/ OAVM, without the physical presence of the Members in terms of MCA Circulars, the route map is not annexed to this Notice.

15. Shares related

a). Members may please note that as per the SEBI Circular dated March 16, 2023, SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 01, 2023, and linking PAN with Aadhaar by June 30, 2023. Member are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR Code, IFSC Code, etc.

i. For shares held in electronic form: to their Depository Participants (DPs)



ii. For shares held in physical form: to the Company/ Registrar and Transfer Agents (RTA) in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/ HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023. In the absence of any of the required documents in a folio, on or after October 01, 2023, the folio shall be frozen by the RTA.

b). Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, as amended, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form on the website of the Company's Registrar and Transfer Agents. It may be noted that any service request can be processed only after the folio is KYC Compliant.

c) SEBI vide its Notification dated January 24, 2022 has amended Regulation 40 of the SEBI LODR Regulations which has mandated that all requests for transfer of securities including transmission and transposition requests be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

d) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

e) As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH- 13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on March 11, 2026 at 9:00 a.m. (IST) and end on March 13, 2026 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. March 6, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being March 6, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company

	<p>name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Office@csdakamat.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to NSDL Official at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@fabtechnologies.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@fabtechnologies.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@fabtechnologies.com. The same will be replied by the company suitably.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013,
SECRETARIAL STANDARD-2 (SS-2) ON GENERAL MEETINGS AND REGULATION 36 OF THE
SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

Item No 1:

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements. The proposed funds will be utilized for working capital, and general corporate purpose to meet capital expenditures and to broaden the position of the Company.

Hence, to meet the above objectives, the Board of Directors of the Company in their meeting held on 12th February, 2026 in accordance with Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, approved the issue and allotment, on a preferential basis, up to 1,24,440 (One Lakh Twenty-Four Thousand Four Hundred and Forty) Equity Shares of face value Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 320/- (Rupees Three Hundred Twenty Only) per equity share [including premium of Rs. 310/- (Rupees Three Hundred and Ten only) per equity share], aggregating up to Rs. 3,98,20,800/- (Rupees Three Crore Ninety-Eight Lakh Twenty Thousand and Eight Hundred only) to Mr. Raveendra Shetty, for consideration in cash. Mr. Raveendra Shetty is the , promoter and shareholder of Kelvin Air Conditioning and Ventilation Systems Private Limited (“Kelvin”), Subsidiary of the Company. However, he is not the promoter or Director of Fabtech Technologies Cleanroom Limited. The said issue shall be in accordance with the SEBI (ICDR) Regulations and other applicable laws subject to approval of Shareholders, by means of a Special Resolution in this general meeting.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI ((ICDR)) Regulations.

There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

THE DETAILS OF THE ISSUE AND OTHER PARTICULARS AS REQUIRED IN TERMS OF REGULATION 163 OF THE CHAPTER V OF THE SEBI ICDR REGULATIONS, RULE 13 OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 AND RULE 14 OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 IN RELATION TO THE ABOVE SAID SPECIAL RESOLUTION ARE GIVEN AS UNDER.:

1. Objects of the Preferential Issue:

Purpose for which issue proceeds is proposed to be utilized	Total Estimated Amount (In Rs.)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
Towards Working capital and other general corporate purpose	Rs.3,98,20,800/-	Within (six) calendar months of date of receipt of the Equity subscription proceed
Total	Rs.3,98,20,800/-	

As the proposed total issue size does not exceed Rs. 100 crores, thus Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, appointment of Monitoring Agency is not applicable.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue and allot, on a preferential basis, up to 1,24,440 (One Lakh Twenty-Four Thousand Four Hundred and Forty) Equity Shares of face value Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 320/- (Rupees Three Hundred Twenty Only) per equity share [including premium of Rs. 310/- (Rupees Three Hundred and Ten only) per equity share], aggregating up to Rs. 3,98,20,800/- (Rupees Three Crore Ninety-Eight Lakh Twenty Thousand Eight Hundred only) to Mr. Raveendra Shetty, for cash, in accordance with the SEBI (ICDR) Regulations and other applicable laws

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

e) The Equity Shares to be issued to Mr. Raveendra Sundara Shetty shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.



f) Mr. Raveendra Sundara Shetty shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

h) The Equity Shares so allotted to Mr. Raveendra Sundara Shetty under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are frequently traded and are listed on the BSE Limited. The price has been determined in accordance with Regulation 165 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is **February 12, 2026** i.e. 30 days prior to the date of passing of the Special Resolution in the Extraordinary General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:

As per the Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 320/- (Rupees Three Hundred and Twenty Only) per Equity Share which is not less than the price as determined in pursuance of Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

4. Name and Address of Valuer who performed Valuation:

The valuation was conducted by Mr. Manish Bhagat, Chartered Accountant and Registered Valuer.
Office Address: B-1204, Shilp Corporate Park, Rajpath Rangoli Road, Next to Aaron Spectra, Bodakdev, Ahmedabad - 380054

Contact Details:

Email: mbhagat2003@gmail.com

Mobile: **9879061500**

The above information is also available on the Company's website at the following link <https://fabtechcleanroom.com/shareholder-information/>

5. Amount which the Company intends to raise by way of issue of Equity Shares:

Rs. 3,98,20,800/- (Rupees Three Crore Ninety-Eight Lakh Twenty Thousand and Eight Hundred only).

6. Principal terms of Assets charged as securities: Not Applicable

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

Fabtech Technologies Cleanrooms Limited

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None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sr. No.	Category	Pre-issue shareholding		Post- issue shareholding	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian	8437450	68.49	8437450	67.80
	Individuals/Hindu undivided Family	0	0	0	0
2	Foreign	0	0	0	0
	Sub Total (A)	8437450	68.49	8437450	67.80
B	Non-Promoter Holding	0	0		0
1	Institutions	0	0	0	0
1a	Institutions (Domestic)	0	0	0	0
1b	Institutions (Foreign)	0	0	0	0
	Venture	4,800	0.04	4,800	0.038
	AIF	1,100,000	8.93	1,100,000	8.83
2	Non – Institutions	0	0	0	0
2a	Individuals (share Capital up to Rs. 2 lakhs)	1,156,265	9.39	1,156,265	9.29
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	924,998	7.5	1,049,438	8.43
2c	Non-Resident Indians (NRIs)	59,600	0.48	59,600	0.47
2d	Bodies Corporate	464,390	3.77	464,390	3.73
2e	Any Other (specify)	171,859	1.4	171,859	1.38
	Sub-Total (B)	3881912	31.51	4006352	32.20
C1	Shares underlying DRs	0	0	0	0
C2	Shares held by Employee Trust	0	0	0	0
C	Non-Promoter – Non- Public	0	0	0	0
	Grand Total (A+B+C)	12319362	100	12443802	100

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

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The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

12. Valuation for consideration other than cash: Not applicable.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed: Not applicable.

14. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practising Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on <https://fabtechcleanroom.com/shareholder-information/>

17. Undertakings:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;

ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;

iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Name of the Proposed Allottee	Category	Pre-Pref Holding		Maximum Number of Proposed to be issued and allotted	Maximum Number of Proposed to be issued and allotted	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
Mr. Raveendra Shetty	Non-Promoter Category	-	-	1,24,440	1,24,440	1%

20. SEBI Takeover Code:

In the present case, Mr. Raveendra Shetty would not attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:

The entire shareholding of Mr. Raveendra Shetty in the Company, if any is held by them in dematerialized form. Mr. Raveendra Shetty have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. Mr. Raveendra Shetty have Permanent Account Number. The lock-in kindly refers to above point.

23. Other disclosures/undertaking

- a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- c) The Company has obtained the Permanent Account Numbers (PAN) of the Mr. Raveendra Shetty.
- d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
- f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- g) Mr. Raveendra Shetty have further confirmed that Mr. Raveendra Shetty shall be an Individual eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 1 in the accompanying notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.



ITEM NO.02

The Company was originally incorporated in the year **2015** under the name **“Fabtech Turnkey Projects International Private Limited.”**

Subsequently, in order to align the name with the evolving business activities of the Company, the name was changed to **“Fabtech Technologies Cleanrooms Private Limited”** in the year **2021**. Thereafter, upon conversion into a public limited company, the name was changed to **“Fabtech Technologies Cleanrooms Limited.”**

Over the years, the Company has established itself in the business of cleanroom solutions and allied services.

The Board of Directors now proposes to change the name of the Company to **“Fabtech Cleanrooms Limited”** or such other name as may be approved by the Registrar of Companies and other competent authority.

The proposed change of name is recommended for the following reasons:

Avoidance of Confusion with Group Company:

The existing name of the Company closely resembles that of its group company, Fabtech Technologies Limited, leading to confusion among Shareholders, Investors, customers, vendors, bankers and statutory authorities, particularly in official communications and transactions.

Clear Corporate Distinction:

The proposed removal of the word “Technologies” will clearly distinguish the Company from the aforesaid group entity and eliminate operational and administrative ambiguity.

Focused Brand Identity:

As the Company is primarily engaged in cleanroom solutions, the proposed name “Fabtech Cleanrooms Limited” more accurately reflects its core business activities and strengthens its brand identity.

The Management Committee of the Board, at its meeting held on January 08, 2026 subject to the approval of the Central Registration Centre [CRC] at Ministry of Corporate Affairs [MCA], Shareholders, BSE and/or any other competent authority, accorded its consent to apply for change in the name of the Company from “Fabtech Technologies Cleanrooms Limited” to “Fabtech Cleanrooms Limited” or any other name as may be approved by CRC, MCA. Subsequently, on applying vide form ‘RUN’, CRC, vide its letter dated January 17, 2026 informed about the availability of the proposed new name ‘Fabtech Cleanrooms Limited’ for a period of 60 days.

The Board believes that the proposed change in the name of the company, being undertaken as a strategic transition, would make the name of the company focused and relatable to the activities of the Company. It will not affect any of the rights of the Company or of the shareholders/ stakeholders of the Company.

As per the provisions of Section 13 and 14 of the Companies Act, 2013, approval of the shareholders is required for changing the name of the Company and consequent alteration in the Memorandum of Association & Articles of Association, by way of passing a Special Resolution.

Fabtech Technologies Cleanrooms Limited

Fabtech

Certificate obtained from M/s Ajmera & Ajmera, Statutory Auditors of the Company,[Firm registration number 018796C] dated February 12, 2026 is annexed hereto and forms part of this notice and explanatory statement thereon.

The Board recommends the resolution, as set out at Item No. 2 of this notice, for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the aforesaid resolution, except to the extent of their shareholding, if any.

By order of the Board of Directors,

Sd/-

**For Fabtech Technologies Cleanrooms Limited
Jahnvi Mehta
Company Secretary & Compliance officer
Membership No.: A36473**

Date: February 12,2026

Place: Mumbai



To,
The Board of Directors,
Fabtech Technologies Cleanrooms Limited ("the Company")
615, Janki Centre, Off Veera Desai Road,
Andheri West, Mumbai-400 053.

Subject: Certificate under Regulation 45 of the SEBI (LODR) Regulations, 2015:

We, Ajmera & Ajmera Chartered Accountants (Firm Registration Number: 018796C), have examined the relevant records and information as provided by the management of the company in relation to issuance of the certificate for compliance with Regulation 45 (1) of SEBI (LODR) Regulations, 2015 for the proposed change of name of the company from Fabtech Technologies Cleanrooms Limited to Fabtech Cleanrooms Limited.

Based on our examination and according to the information and explanation given to us, we do hereby certify that:

(a) a time period of at least one year has elapsed from the last name change;

Not Applicable[#]

(b) at least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name;

Not Applicable

OR

(c) the amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity;

Not Applicable

This certificate is issued as per the requirement of Regulation 45 (3) of SEBI (LODR) Regulations, 2015.

[#]The Company has converted its status from a Private Limited Company to a Public Limited Company, and consequently, its name has been changed from "Fabtech Technologies Cleanrooms Private Limited" to "Fabtech Technologies Cleanrooms Limited", pursuant to the Certificate of Incorporation issued upon conversion to a public company dated July 05, 2024.

For Ajmera & Ajmera
Chartered Accountants
FRN- 018796C

Omprakash Ajmera
Partner
Membership No: - 157420
UDIN: 26157420IARNOZ1999

Place: - Mumbai
Date: - February 12, 2026