



FUSION KLASROOM EDUTECH LIMITED
(Erstwhile known as FUSION KLASROOM EDUTECH PRIVATE LIMITED)
Matru Prabha, Room No. 2, Ground Floor, Plot No 78, CTS No.-2731, Daulat Nagar Road 7,
Borivali (East), Mumbai – 400066.
CIN: U74999MH2016PLC287390
Email ID: dhruv@klassroom.in; website: www.klassroom.in;
Contact - 9833551954 /9833513876.

CERTIFIED TRUE COPY OF THE SPEICAL RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF FUSION KLASROOM EDUTECH LIMITED HELD (THE COMPANY) ON FRIDAY, 12TH DECEMBER 2025 AT 12:30 P.M. THROUGH AUDIO/VISUAL MEANS (AOVM)

12. To raise Capital through an Initial Public Offering.

“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 and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) (**“Companies Act”**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, 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, as amended (**“SEBI Listing Regulations”**), 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, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India (**“GoI”**), Securities Exchange Board of India (**“SEBI”**) or Reserve Bank of India (**“RBI”**), Department for Promotion of Industry and Internal Trade (**“DIPP”**) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re- enactment thereof for the time being in force) (collectively, the **“Applicable Laws”**), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (SME platform of **“the Stock Exchanges”**), and subject to any approvals from the GoI, the Registrar of Companies, Mumbai (**“RoC”**), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India (**“DEA”**), Ministry of Commerce and Industry, Government of India, DIPP, the Insurance Regulatory and Development Authority of India and all other appropriate statutory authorities and departments (the **“Regulatory Authorities”**), and such other approvals, consents, waivers, permissions and sanctions, the consent, approval, authority and sanction of the members be and is hereby granted to create, offer, issue and allot equity shares of face value of ₹ 10/- each of the Company (the **“Equity Shares”**) up to an aggregate of 19,90,000 (Nineteen Lakhs Ninety Thousand) equity shares pursuant to a fresh issue (the **“Fresh Issue”**) together with an offer for sale, up to an aggregate up to 4,66,000 (Four Lakhs Sixty Six Thousand) Equity Shares comprising of an offer for sale by certain existing shareholder(s) of our Company (collectively, the **“Selling Shareholders”** and such offer for sale, the **“Offer for Sale”** the Offer for Sale together with the Fresh Issue, the **“Offer”**), at a price to be determined in consultation with the Book Running Lead Manager(**“BRLM”**) appointed in respect of the Offer , by the book built issue in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension



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funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the “**Investors**”) by way of the Offer in consultation with the BRLM and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit. Further, in consultation with the stock exchanges an oversubscription, to the extent of 1% of the Offer may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.

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

RESOLVED FURTHER THAT, in accordance with the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, in-principle approval of the Shareholders is hereby accorded to allot up to such number of Equity Shares as may be decided by it, to certain investors prior to filing of the prospectus with SEBI (“**Pre-IPO Placement**”), at such other price as the Board may, determine, in consultation with the BRLM, underwriters, placement agents and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act 2013, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines. In the event of happening of Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under Pre-IPO Placement.”

RESOLVED FURTHER THAT the Equity Shares issued or transferred pursuant to the Offer shall be listed at SME platform of recognized stock exchanges in India.



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RESOLVED FURTHER THAT the Equity transferred pursuant to the Offer for Sale shall be subject to the Memorandum of Association and the Articles of Association of the Company, as applicable and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the 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.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any transfer of Equity Shares pursuant to the Offer, the Board and any other committee thereof, in consultation with the BRLM, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be transferred, the number of Equity Shares to be transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), listing on SME platform of Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer of the Equity Shares and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks 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.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.



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RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions.”

CERTIFIED TRUE COPY

For Fusion Classroom Edutech Limited
(Erstwhile known as Fusion Classroom Edutech Private Limited)

DN Javeri

Dhruv Nikhil Javeri

Director

DIN: 07638355

Add: Matruprabha, Plot No 78, CTS No. - 2731,
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 12

The Company intends to list its equity shares (Equity Shares) on one or more SME platform of stock exchanges to enable shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the Equity Shares of the Company ("Issue") including by way of an offer for sale by certain of its existing shareholders (the "Selling Shareholders"). The Company intends to undertake the Issue and list the Equity Shares at an opportune time in consultation with the Selling Shareholders and the lead managers and other advisors in relation to the Issue and subject to applicable regulatory approvals.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended, the approval of the members of the Company is required through a special resolution.

The Company proposes to offer, allot and/or transfer equity shares of the Company of face value of ₹ 10/- (the "Equity Shares") each up to an aggregate of 19,90,000 (Nineteen Lakhs Ninety Thousand) equity shares, together with an offer for sale by certain existing shareholders of the Company, for up to 4,66,000 (Four Lakhs Sixty Six Thousand) equity shares held by them that are eligible for the offer for sale in accordance with the SEBI ICDR Regulations ("Offer for Sale" and such shareholders, The "Selling Shareholders"; the offer for Sale together with the Fresh Issue, the "Issue") on such terms and at such price or prices and at such time as may be considered appropriate by the board of directors of the Company ("Board") or a duly authorised committee thereof, decided with the Selling Shareholders in consultation with lead manager appointed for the Issue, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book built issue method under SEBI ICDR Regulations. The Equity Shares, if any, allotted vide the Issue shall in all respects rank *pari passu* with the existing equity shares of the Company.

The proceeds from the Fresh Issue will be utilized for the purposes that shall be disclosed in the draft prospectus to be filed with SEBI in connection with the Issue. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law. The Price at which the Equity Shares will be allotted through the Issue shall be determined and finalised by the Company and the Selling Shareholders in consultation with the lead manager of the Issue in accordance with the SEBI ICDR Regulations.

The Company will not make an offer of Equity Shares to any of the promoters, or members of the promoter group of the Company in the Issue. However, except for the directors (who are promoters or part of the promoter group), directors or key managerial personnel of the Company may apply for the equity shares in the various categories under the Issue in accordance with the SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws, rules and regulations.

Other than through their participation in the Issue as mentioned above, none of the directors and key managerial personnel of the company and their relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution.



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

Furthermore, in the event that Equity Shares are allotted to investors pursuant to a pre-Issue placement of Equity Shares prior to registration of the prospectus relating to the Issue with the Registrar of Companies, the price at which such pre-Issue placement shall be made shall be subject to prevailing market conditions, and shall be decided by the Company in consultation with the lead managers to the Issue.

The Board recommends this resolution for your approval as a special resolution. Accordingly, approval of the members of the Company is sought to issue Equity Shares under section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each, as amended.
