

SUNTEK AXPRESS INDIA LIMITED**CIN: U60210HR2020PLC085479****REGD. OFFICE: PLOT NO.547-L, GROUND FLOOR, SECTOR-37-II PACE CITY-II,
TEHSIL KADIPUR, GURGAON, GURUGRAM, HARYANA, INDIA, 122001****EMAIL:cs@suntekaxpress.in**

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE MEETING OF MEMBERS OF SUNTEK AXPRESS INDIA LIMITED HELD ON FRIDAY, 25TH SEPTEMBER, 2026, AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO.547-L, GROUND FLOOR, SECTOR-37-II PACE CITY-II, TEHSIL KADIPUR, GURGAON, GURUGRAM, HARYANA, INDIA, 122001 MEETING CONCLUDED AT 12.00 NOON

1. APPROVAL FOR AN INITIAL PUBLIC OFFER

"RESOLVED pursuant to the provisions of 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"**) and any other applicable laws, rules and regulations (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 stock exchange, where the Equity Shares are proposed to be listed and subject to any approvals from the Registrar of Companies, Haryana (**"RoC"**), and all other appropriate statutory authorities and departments (the **"Regulatory Authorities"**), the consent, approval, authority and sanction of the members be and is hereby granted to create, issue, allot and/or transfer such number of equity shares of face value of ₹ 10 each of the Company (the **"Equity Shares"**) up to 36,24,000 (Thirty-Six Lakh Twenty-Four Thousand) equity shares of the face value of ₹ 10/- each, to be issued at premium in accordance with the provisions of SEBI ICDR Regulations comprising of a fresh issue of Equity Shares, at a price to be determined in consultation with the book running lead manager(s) appointed in respect of the Issue(**"BRLM(s)"**), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM(s) 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, if any, and qualified institutional buyers as defined under Regulation 2 (1)(ss) of the SEBI ICDR Regulations, and to such other persons including high net worth individuals, individual investors 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 Issue in consultation with the BRLM(s) and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the BRLM(s) through an issue document, prospectus and/or an issuing memorandum, as may be required, and the decision to determine the category or categories of investors to whom the Issue / transfer shall be made to the exclusion of all other categories of investors at the time of such Issue and allotment of Equity Shares considering the prevailing market conditions and other relevant factors wherever necessary and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM(s), underwriters and/or stabilizing agent and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board, and

that the Board in consultation with the BRLM (s) may finalise all matters incidental thereto as it may in its absolute discretion thinks fit.

RESOLVED FURTHER THAT pursuant to Regulation 268 of the SEBI ICDR Regulations, in case of oversubscription, an allotment of not more than ten per cent of the net offer to public may be made for the purpose of making allotment in minimum lots.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Issue 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 Individual Investors 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 for the purpose of giving effect to the Issue, the Board be and is hereby authorized to allot Equity Shares and finalise other matters in connection with or incidental to the Issue, including determining any anchor investor portion and allocate such number of Equity Shares to the anchor investor in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in accordance with the provisions of Section 23, Section 42, Section 62(1)(c) and any other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws and subject to such further corporate and other approvals as may be required, the Board be and is hereby authorized to enable the Company to include a Pre-IPO Placement (*defined hereinafter*) component which shall be through an issuance of equity shares, including by way of a preferential issue or any other method as may be permitted under the Applicable Laws to any persons, on such terms as may be decided by the Board or duly constituted committee of board in consultation with the BRLM(s) and/ or other advisor(s), determined in light of the then prevailing market conditions, (the "**Pre-IPO Placement**"). If the Pre-IPO Placement is through a preferential issue, then such preferential issue including the terms thereof shall be subject to a further approval of the members in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder. The Pre-IPO Placement if considered, would be completed post the filing of the Draft Red Herring Prospectus with SEBI and prior to filing of the Red Herring Prospectus with the RoC. As and when the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Applicable Laws.

RESOLVED FURTHER THAT all monies received out of the Issue 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 Issue shall be refunded/ unblocked within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling members 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 Issue / transfer of Equity Shares pursuant to the Issue, the Board and any other committee thereof, in consultation with the BRLM(s), be and is hereby authorized to determine the terms of the Issue including the class of investors to whom the Equity Shares are to be Issued / transferred, the number of Equity Shares to be Issued / transferred in each tranche, Issue price, premium amount, discount on Issue price to reserved categories (as allowed under Applicable Laws), listing on one or more 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(s), underwriters, escrow agents, legal advisor, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Issue / transfer of the Equity Shares and such other activities as may be necessary in relation to the Issue 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 Issue, 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 on 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(s) 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, including any committee 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 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 Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

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

2. APPROVAL FOR ADOPTION NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended ("Companies Act"), the new set of the Memorandum of Association of the Company, a copy of which is placed before the meeting and duly initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the Memorandum of Association of the Company in place of and to the exclusion and substitution of the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT the aforesaid new Memorandum of Association be substituted in every copy of the Memorandum of Association of the Company and that no copy of such Memorandum of Association be issued without incorporating the aforesaid changes.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

3. APPROVAL FOR ADOPTION NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013

"RESOLVED THAT, pursuant to the provisions of Sections 5, 14 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended (Companies Act) and in order to align the existing articles of association of the Company with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), Companies Act and the stock exchanges where the equity shares of the Company

are proposed to be listed, the new set of the articles of association of the Company, draft of which has been tabled before the meeting and initiated by the Chairman for the purpose of identification, be and is hereby approved and adopted as the articles of association of the Company in the place and in exclusion and substitution of the existing articles of association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.

**EXPLANATORY STATEMENT FORMING PART OF THE NOTICE DATED 25TH SEPTEMBER, 2026
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

For Item No.1

**APPROVAL FOR INITIAL PUBLIC OFFER (IPO) / FRESH ISSUE OF EQUITY SHARES ON SME PLATFORM
OF THE STOCK EXCHANGE**

The Company proposes to undertake an Initial Public Offer ("IPO") of its Equity Shares and to list the Equity Shares of the Company on the SME Platform of the Stock Exchange, in accordance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws, rules and regulations.

In connection with the proposed IPO, the Company proposes to create, offer, issue and allot up to 36,24,000 (Thirty-Six Lakh Twenty-Four Thousand) Equity Shares of face value of ₹ 10/- (Rupees Ten Only), or such other number of Equity Shares as may be determined by the Board, at such price or price band including premium, if any, as may be decided in consultation with the Book Running Lead Manager / other intermediaries, and in accordance with applicable laws and regulatory requirements.

The IPO may be undertaken through such permissible mechanism, including Book Building Process, and may be offered to such categories of investors as may be permissible under applicable law, including Qualified Institutional Buyers, Non-Institutional Investors, Individual Investors, and other eligible investors.

The approval of the Members is being sought by way of a Special Resolution to authorize the Board of Directors of the Company (including any duly constituted Committee thereof) to undertake the proposed IPO and to do all such acts, deeds, matters and things as may be necessary, desirable, proper or expedient in connection therewith, including but not limited to:

- determining the size, structure, timing and terms of the Issue;
- appointment of intermediaries, including the Book Running Lead Manager, Registrar to the Issue, Legal Advisors and other agencies/intermediaries;
- approval and filing of the draft and final offer documents with the concerned authorities;
- deciding the issue price / price band and other terms of the Issue;
- finalization of basis of allotment and listing of the Equity Shares; and
- complying with all statutory, regulatory and procedural requirements in this regard.

The proposed resolution also seeks approval of the Members to permit investment in the Equity Shares of the Company by eligible foreign investors including Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs), Non-Resident Indians (NRIs) and other eligible persons, subject to applicable laws, sectoral caps, and necessary approvals, if any.

The Board is of the opinion that the proposed IPO and listing of the Equity Shares on the SME Platform would be in the best interests of the Company and its Members.

Accordingly, the Board recommends the resolution set out of the accompanying Notice for approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholding, if any, in the Company.

For Item No.2 ADOPTION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company proposes to adopt a new set of Memorandum of Association ("MOA") in place of and to the exclusion and substitution of the existing MOA of the Company, in order to align the MOA with the applicable provisions of the Companies Act, 2013 and the requirements applicable to the Company in connection with the proposed listing of its equity shares on the stock exchanges.

The proposed new MOA has been prepared in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder and is proposed to be adopted as the MOA of the Company in substitution of the existing MOA.

In terms of Sections 4, 13 and other applicable provisions of the Companies Act, 2013, adoption of a new set of MOA in substitution of the existing MOA requires the approval of the members of the Company by way of a Special Resolution.

A copy of the proposed new MOA of the Company will be available for inspection by the members at the registered office of the Company during business hours on all working days up to the date of the Extra-Ordinary General Meeting and will also be available for inspection at the EGM.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

For Item No.3 ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY

The Company proposes to adopt a new set of Articles of Association ("AOA") in substitution of and to the exclusion of the existing AOA of the Company, in order to align the same with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the requirements applicable to the Company in connection with the proposed listing of its equity shares on the stock exchanges.

The proposed new AOA incorporates provisions necessary to regulate the management and affairs of the Company in accordance with the applicable provisions of the Companies Act, 2013 and the requirements applicable to a listed company.

In terms of Section 14 and other applicable provisions of the Companies Act, 2013, adoption of a new set of AOA requires the approval of the members of the Company by way of a Special Resolution.

A copy of the proposed new AOA of the Company will be available for inspection by the members at the registered office of the Company during business hours on all working days up to the date of the Extra-Ordinary General Meeting and will also be available for inspection at the EGM.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

By the order of the Board

FOR SUNTEK AXPRESS INDIA LIMITED

For SUNTEK AXPRESS INDIA LIMITED



Director

Khushi Ram Sharma

DIN: 05257379

Managing Director