

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SUNTEK AXPRESS INDIA LIMITED AT THEIR MEETING HELD ON THURSDAY, 3RD SEPTEMBER 2026 AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.547-L, GROUND FLOOR, SECTOR-37-II PACE CITY-II, TEHSIL KADIPUR, GURGAON, GURUGRAM, HARYANA, INDIA, 122001

CONSIDER AND APPROVE MATERIALITY POLICY BY THE BOARD:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and other applicable laws, the consent of the Board be and is hereby accorded to adopt the following policies for the purpose of disclosures in the Offer Documents:

A. Policy on Identification of Material Companies to be disclosed as Group Companies:

As per the requirements of the SEBI ICDR Regulations, for the identification of 'Group Companies', (i) such companies (other than promoters and subsidiaries) with which there were related party transactions during the period for which Restated Financial Information have been disclosed in the Offer Documents ("draft red herring prospectus/red herring prospectus/prospectus"), as covered under the applicable accounting standards (i.e., AS 18); and (ii) any other companies as considered material by the board of directors of the Company.

In respect of point (ii) above, a company (other than the Promoters and the Subsidiary) shall be considered "material" and will be disclosed as a "group company" if such company forms part of the Promoter Group and which are (i) a member of the 'Promoter Group' (as defined in the SEBI ICDR Regulations); and (ii) has entered into one or more transactions with our Company during the most recent financial year or relevant stub period, if any, which individually or in the aggregate, exceed 10% of the total consolidated revenue from operations of our Company, as per the Restated Consolidated Financial Information for that period.

A company shall be considered material and disclosed as a Group Company if a material adverse change in such a company can lead to a material adverse effect on the Company, and its revenues and profitability.

B. Policy on identification of Material Outstanding Litigations:

For the purpose of disclosures in the Offer Documents, details shall be provided of the following matters involving the Company, its Directors and its Promoters (collectively, the "Relevant Parties") as on the date of the Offer Documents:

- (a) all outstanding criminal proceedings;
- (b) all outstanding actions by regulatory authorities and statutory authorities;
- (c) disciplinary actions including any penalty imposed by SEBI or stock exchanges against the promoter in the last five financial years including outstanding actions;

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(d) Outstanding claims related to direct and indirect tax matters in a manner, giving the number of cases and total amount; and

(e) Other pending litigation based on the lower of threshold criteria mentioned below:

(i) As per the materiality defined by the Board of Directors of the Company and disclosed in Offer Document; or

(ii) Litigation involving the Relevant Parties will be considered material if value expected impact in terms of value, exceeds the lower of the following: or

(a) 2% of turnover of our Company, as per the latest annual Restated Financial Information i.e. INR 364.38 lakhs; or

(b) 2% of net worth of our Company as per the latest annual Restated Financial Information, except in case the arithmetic value of the net worth is negative i.e. INR 42.49 lakhs; or

(c) 5% of the average of the absolute value of profit or loss after tax of our Company as per the annual Restated Financial Information for the last three fiscals i.e. INR 27.48 lakhs."

Further, all criminal proceedings involving Key Managerial Personnel of the Company and also actions taken by the regulatory authorities and statutory authorities against such Key Managerial Personnel shall be disclosed in the Offer Document.

(iii) Where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in individual litigation does not exceed the amount determined as per clause (ii) above; and the outcome of such litigation, irrespective of any amount involved in such litigation or wherein a monetary liability is not quantifiable, could have a material adverse effect on the financial position, business, operations, performance, prospects or reputation of our Company, as applicable will be considered material; or

(iv) The outcome of the litigation, irrespective of any amount involved in such litigation or wherein a monetary liability is not quantifiable, but could have a material adverse effect on the financial position, business, operations, performance, prospects or reputation of our Company, as applicable.

For the purposes of the above, pre-litigation notices received by the Relevant Parties from third parties (excluding those notices issued by statutory/regulatory/governmental/tax authorities) will not be, unless otherwise decided by the Board of Directors, until such time such party is impleaded as a defendant or respondent in litigations before any legal/arbitral forum.

All criminal proceedings involving key managerial personnel and senior management of the issuer and also the actions by regulatory authorities and statutory authorities against such key managerial personnel and senior management of the issuer shall also be disclosed

C. Policy on Materiality of Creditors:

For the purpose of disclosures in the Offer Documents and on the website of the Company:

- Any creditor having outstanding dues exceeding 5% of the total trade payables of the Company as at the end of the latest financial period included in the Restated Financial Information as disclosed in the Offer Documents shall be considered material.
- For outstanding dues to any party which is a micro, small, or medium enterprise, disclosure shall be based on information available with the Company regarding the status of such a creditor under the Micro, Small and Medium Enterprises Development Act, 2006, as amended, and as relied upon by the statutory auditors.
- As required under the SEBI ICDR Regulations, complete details of such material creditors, including names and amounts involved, will be disclosed on the website of the Company at <https://www.suntekaxpress.in/suntek-axpress>

RESOLVED FURTHER THAT the above policy on materiality shall be without prejudice to any disclosure requirements under applicable law, which may be prescribed under the Companies Act, 2013 and the rules thereunder, each as amended, or prescribed by SEBI and/or such other applicable authority with respect to listed companies or disclosure requirements as may be prescribed by SEBI through its observations on the Offer Documents, or disclosures that may arise from any investor or other complaints. In this regard, it is clarified that the above policy on materiality is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Offer Documents and should not be applied towards any other purpose.

RESOLVED FURTHER THAT the abovementioned materiality policy will be accordingly amended, if so required, as per the updated restated and audited financial information of the Company, for the purposes of the red herring prospectus and the prospectus.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any authorities for necessary action."

//CERTIFIED TRUE COPY//

FOR SUNTEK AXPRESS INDIA LIMITED



For SUNTEK AXPRESS INDIA LIMITED

Khushi Ram Sharma

DIN: 05257379

Managing Director

Date: 3rd September, 2026

Place: Gurugram, Haryana