

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF SUPERTECH EV LIMITED IN THEIR EXTRA-ORDINARY GENERAL MEETING HELD ON TUESDAY 25TH DAY OF JUNE, 2024 AT 11:00 AM AT PLOT NO. 150, SECTOR- 16, PHASE-I, BAHADUR GARH, JHAJJAR, HARYANA- 124507.

APPROVAL FOR RAISING CAPITAL THROUGH AN INITIAL PUBLIC OFFER

“RESOLVED THAT pursuant to the provisions of Section 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the rules made thereunder, as amended from time to time (collectively referred to as the Act) and as per the provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreement to be entered into with the concerned Stock Exchange, where the Company’s equity shares are proposed to be listed and subject to the approval to the extent necessary of the Government of India, Securities and Exchange Board of India (SEBI), the Registrar of Companies, NCT of Delhi & Haryana (ROC), Stock Exchange and all other concerned statutory and other authorities and to the extent necessary, such other approvals, consents, permissions, sanctions and the like as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which shall include a duly authorized Committee for the time being exercising the powers conferred upon it by the Board including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956 (“SCRA”), 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 Regulations”) and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by SEBI including any other applicable laws, rules and regulations issued by competent authorities (the “Applicable Laws”), consent of shareholders of the Company be and is hereby authorized to create, offer, issue and allot equity shares of the **face value of Rs. 10/- (Rupees Ten only)** each, ranking pari-passu with the existing equity shares of the Company (the Equity Shares), to be issued at par or at a premium in accordance with the provisions of SEBI ICDR regulations comprising of fresh equity shares, at a price to be determined in consultation with the Book Running Lead Manager appointed in respect of the Issue (BRLM), by the book building process in terms of the SEBI ICDR regulations or in accordance with the applicable laws, so however that the total amount to be raised including amount of securities premium by such offerings **shall not exceed Rs. 30 crores (Rupees Thirty Crores Only)** (“the Issue”); 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 in its sole discretion decide, through issue of offer documents (“Initial Public Offer” or “IPO”) in accordance with the provisions of Regulation 261 of Chapter IX of SEBI ICDR Regulation and/or other applicable statutory and/or

regulatory requirements to be issued, and on the terms and conditions as the Board may in its absolute sole discretion decide including the price at which the equity shares are to be issued, at par or at premium and for cash or other consideration and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other Categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT all the new equity shares as aforesaid to be issue and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company shall rank pari-passu inter-se in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of over subscription no allotment shall be made by the Issuer in excess of the specified securities offered through the offer document: Provided that in case of oversubscription, an allotment of not more than 10% ten per cent of the net offer to public may be made for the purpose of making allotment in minimum lots (*As per the Regulation 268 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018*).

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute sole discretion may think most beneficial to the Company including offering or placing them with Banks/ Financial Institutions / Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute sole discretion decide.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, Mr. Yetender Sharma- Managing Director (DIN: 09702846), Mr. Jitender Kumar Sharma- Whole Time Director & Chairman (DIN: 09777408) and Mrs. Geetanjali Sharma- Whole Time Director (DIN: 09777406) of the Company and/or any Committee of the Board be and are hereby authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), Merchant Banker (s), Registrar(s), any other intermediary/ intermediaries registered with SEBI,

legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the Members and that the Members shall be deemed to have given their approval there to expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, Mr. Yetender Sharma- Managing Director (DIN: 09702846), Mr. Jitender Kumar Sharma- Whole Time Director & Chairman (DIN: 09777408) and Mrs. Geetanjali Sharma- Whole Time Director (DIN: 09777406) and/or, Ms. Pooja Jain, Company Secretary of the Company and/or any Committee of the Board are hereby severally authorized to execute and sign the documents including consent letter, power of attorney, listing agreements, certificates, file such forms with the ROC, etc., and to take such action such give such directions, as may be necessary or desirable to give effect to this resolution and to do all such applications received in the Initial Public Offering, as are in the best interests of the Company and as may be required in connection with the above."

For Supertech EV Limited

For SUPERTECH EV LTD.



Director

Yetender Sharma
Managing Director & CFO
DIN: 09702846

Date.....

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 9

The Company proposes to create, offer, issue and allot fresh Equity Shares of the Company of face value of ₹ 10/- (Rupees Ten only) each, ranking pari-passu with the existing equity shares of the Company (**Equity Shares**), to be issued at par or at a premium as may be decided in accordance with the provisions of **SEBI ICDR regulations**. Further, it has been decided by the Company that the total issue size shall not exceed **Rs. 30 crores (Rupees Thirty Crores Only)** raised through such public offer ("the Issue") in accordance with the provisions of Regulation 261 of Chapter IX of SEBI ICDR Regulation and/or other applicable statutory and/or regulatory requirements to be issued, and on the terms and conditions as the Board may in its absolute sole discretion decide including the price at which the Equity Shares are to be issued, at par or at premium and for cash or other consideration and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

In view thereof, the Company will required to file a Draft Red Herring Prospectus (the "**DRHP**") with the Securities and Exchange Board of India (the "**SEBI**") and the Stock Exchanges, and subsequently file a Red Herring Prospectus (the "**RHP**") with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("**RoC**") and thereafter with SEBI, and the Stock Exchanges and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Offer (the "**Prospectus**", and together with the DRHP and the RHP, the "**Offer Documents**"), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "Companies Act") and other applicable laws.

Date

Material information pertaining to the Offer is as follows:

1. Offer Price:

The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Company in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

2. The object(s) of the Offer:

The proceeds of the Offer are to be utilized for the purposes that shall be disclosed in the Offer Documents. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

3. Intention of Directors/Key management personnel to subscribe to the Offer:

The Company has not made and will not make an offer of Equity Shares to any of the directors or key management personnel. However, the directors or the key management personnel may apply for the Equity Shares in the various categories under an Offer in accordance with applicable laws, including but not limited to the SEBI ICDR Regulations.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

For Supertech EV Limited

For SUPERTECH EV LTD


Yetender Sharma
Managing Director & CFO
DIN: 09702846