CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION ALONG WITH EXPLANATORY STATEMENT AS PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF SUSAN ELECTRICALS INDIA LIMITED HELD AT SHORTER NOTICE ON WEDNESDAY, 27TH MAY, 2026 AT 11:00 A.M AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 1703, NIRMAL TOWER, 26, BARAKHAMBA ROAD, CONNAUGHT PLAZA, NEW DELHI - 110001.

ITEM NO: 1 - ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER) AND SALE OF EQUITY SHARES OF THE COMPANY BY WAY OF AN OFFER FOR SALE.

"RESOLVED THAT in suppression of the special resolution passed at the EGM held on December 15,2025 and in terms of Section 23(1)(a), 62(1)(c) other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities and departments, if and to the extent necessary and such other approvals, permissions and sanctions as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors ("Board") of the Company as its sole discretion, consent of the Members be and is hereby accorded to create, offer, issue and allot to the public and to such person or persons, who may or may not be the Shareholders/ Members of the Company, to the general public at large and to other categories of investors viz. QIBs (FIIs, FIs, and other eligible entities as per SEBI Regulations), HNIs, Retails Investors, Employees of the Company, Non-resident Indians, Bodies Corporate or other entities as per the extant Regulations and to such other persons in one or more combinations thereof, from time to time in one or more tranches such number of Equity Shares having Face value of Rs.10.00 each at such premium, as the Board may deem fit and proper within the overall limit of upto 47,42,000 Equity Shares and to enlist the Equity Shares of the Company on the recognized Stock Exchange(s) (including SME platform) as the Board may deem fit and proper as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with Book Running Lead Manager (BRLM) on such terms and conditions including the number of shares to be issued, at par or at premium as may be finalized and approved by the Board in its absolute discretion in accordance with extant the

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Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time and any other applicable statue.

RESOLVED FURTHER THAT the Board also approves the Offer for sale of upto 8,00,000 of the Equity Shares which may be offered for sale by selling shareholder of the Company namely, Mr. Vishal Jain at a price to be determined by the Book Built method in terms of the SEBI (ICDR) Regulations for cash at such premium per share as may be fixed and determined by the Company and the Selling Shareholders in consultation with the Book Running Lead Manager to such category of persons in accordance with the SEBI (ICDR) Regulations or other provisions of law as may be prevailing at that time (the "Offer") subject to the consent of SEBI, Government of India ("GoI"), RBI, NHB, the RoC, shareholders and/or such other approvals, permissions and sanctions of all other concerned regulatory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board under applicable provisions of the SEBI (ICDR) Regulations and other Applicable Laws at a price to be determined by the Book Building method in terms of the SEBI (ICDR) Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLM and Selling Shareholders, to such category of persons as may be permitted or in accordance with the SEBI (ICDR) Regulations or other Applicable Law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLM and Selling Shareholders to the IPO and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the IPO on such terms as may be deemed appropriate by the Board.

RESOLVED FURTHER THAT the Board may in the offer made in furtherance to the aforesaid resolutions, make reservation out of the offer to such category(ies) of persons as permitted under the SEBI (ICDR) Regulations including but not limited to permanent employees of the Company, up to a maximum limit as permitted in terms of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in terms of the Companies Act, 2013 and all other applicable provisions, if any, the SEBI (ICDR) Regulations and other applicable laws, regulations, policies or guidelines, Board be and is hereby authorised at its option to retain an over-subscription to the extent of 10% of the offer for the purpose of rounding off.

RESOLVED FURTHER THAT the Equity Shares to be allotted in the offer shall continue to be subject to the Memorandum of Association and Articles of Associations of the Company and shall continue to rank pari passu in all respects with the existing Equity Shares that are not being offered for sale in the Offer including rights in respect of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to any transfer of Equity Shares the Board or any committee thereof be and is hereby authorized to determine along with the Selling Shareholder as may be applicable the terms of the Offer including the class of investors to whom

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the securities are to be allotted, offer price, including discounts(s) if any permitted under applicable law, 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 execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper, desirable and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the offering and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may , in its absolute discretions, deem fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT the new Equity shares so issued shall upon allotment shall have the same rights of voting as the Equity shares and be treated for all other purposes pari-passu with the existing Equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters of whatsoever nature that may be incidental thereto, including but not limited to appointment of Book Running Lead Manager, Legal Advisor, Syndicate Member(s), Underwriter(s), Market Maker(s), Depository (ies), Registrar and Transfer Agent (RTA) and other agencies as may be involved in or concerned in such Public issue and to remunerate all such agencies by way of commission, brokerage, fees or otherwise, by way of entering into agreement or otherwise and to settle any question, doubt or difficulty that may arise in regard to the issue, offer and allotment of the said shares."

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 1

The Company intends to list its Equity Shares on SME Platform of Stock Exchange to enable the 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 (the "Issue").

The Company intends to undertake the issue and list its equity shares at an opportune time in consultation with Merchant Banker and other advisor and subject to applicable regulatory approvals.

In order to further meet the funding requirements, so as to facilitate growth, the Board of Directors of your Company proposes to make a Public Issue of equity shares up to 55,42,000 Equity shares by way of a fresh issuance of Equity Shares including offer for sale of upto 8,00,000 Equity shares by Mr. Vishal Jain out of the authorized share capital of the Company ("Fresh

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Issue") at such price and no. of equity shares as deemed fit by Board ("Issue Price") in consultation with Merchant Banker(s) or any advisor(s) and by following the procedures stated in the provisions of Section 23, 26, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof) and the Rules framed thereunder, the provisions of Securities Contracts Regulations Act, 1956 and the Rules framed thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The shares would be eligible for being listed on SME Platform of recognized Stock Exchange in India.

Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

The proposed issue is in the interest of the Company and your Directors recommends for passing this resolution as a Special Resolution at item no. 1.

None of the Directors, managers, Key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the company and to the extent of offer of sale of shares by them.

For Susan Electricals India Limited

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Managing Director

Vishal Jain
Chairman & Managing Director
DIN: 01889925
R/o: D-55/A, Chander Nagar,
Ghaziabad, Uttar Pradesh - 201011