



G V ELECTRICALS LIMITED

Formerly known as " G V Electricals Pvt Ltd "

Unit No. 324, 3rd Floor, Plot No. 416, Hammersmith Industrial Premises Co-Op Society Ltd., Narayan Pathare Marg, Off. Sitladevi Temple Road, Mahim, Mahim, Mumbai, Maharashtra, India-400016
E-mail : gvemumbai@gmail.com | CIN No. : U28920MH1985PLC035529

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF G V ELECTRICALS LTD HELD ON MONDAY, 2ND MARCH, 2026 AT 11:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO. 324, 3RD FLOOR, PLOT NO. 416, HAMMERSMITH INDUSTRIAL PREMISES, CO-OP SOCIETY LTD., NARAYAN PATHARE MARG, OFF. SITLADEVI TEMPLE ROAD, MAHIM, MUMBAI, MAHARASHTRA – 400016.

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 resolution passed in the Board meeting held on 28th January, 2026 and in terms of Sections 23(1)(a), 62(1)(c) and 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 of the Company (hereinafter referred to as the "Board") and subject to the approval of the Members in the ensuing General Meeting, consent of the Board 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, Retail 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 **35,00,000 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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time and any other applicable statute.



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RESOLVED FURTHER THAT the Board also hereby approves the Offer for sale of upto **3,00,000** Equity Shares which may be offered for sale by the selling shareholders of the Company namely **Mr. Jawed Akhtar** and **Mr. Sunil Lakshman Vatsa** 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 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, RoC, shareholders and/or such other departments, permissions and sanctions of all other concerned regulatory authorities and departments, if and to the extent necessary and subject to such other conditions and modifications as may be prescribed while 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 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 the Selling Shareholders to such category of persons as 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 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 upto 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 of the Companies Act, 2013, SEBI (ICDR) Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorized at its option to 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.



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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 Shareholders as may be applicable the terms of the Offer including the class of investors to whom 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 to 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 or concerned with 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."

For G V Electricals Ltd.



Jawed Akhtar
Whole-time Director
DIN: 05267037
R/o: D-70, 2ND Floor,
Mansarovar Garden,
New Delhi - 110015