G V ELECTRICALS LIMITED

Formerly known as " G V Electricals Pvt Ltd "

Unit No. 324, 3rd Floor, Plot No. 416, Hammersmith Industrial PremisesCo-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 SPECIAL RESOLUTION ALONG WITH THE EXPLANATORY STATEMENT AS PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF G V ELECTRICALS LTD. HELD AT SHORTER NOTICE ON TUESDAY, 3RD MARCH, 2026 AT 3.00 P.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.

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 resolution passed at the Extra Ordinary General Meeting held on 30th **January, 2026** and in terms of Section 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 ("Board") of the Company at 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 (FIls, FIls 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 each at such premium as the Board may deem fit within the overall limit of up to **35,00,000 Equity Shares** and to list the Equity Shares of the Company on recognized Stock Exchange(s) (including SME Platform) as the Board may deem fit and proper as the Board or a Committee thereof may decide in consultation with the **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 accordance with the provisions of the **SEBI (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 approves the **Offer for Sale of up to 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 in consultation with the **Book Running Lead Manager** and the Selling Shareholders.

RESOLVED FURTHER THAT the said offer shall be subject to the consent of **SEBI, Government of India, RBI, ROC, shareholders and other concerned regulatory authorities** and subject to such conditions and modifications as may be prescribed while granting such approvals and which may be agreed to by the Board in accordance with applicable laws and SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board may make reservation out of the offer to such categories of persons as permitted under the **SEBI (ICDR) Regulations**, including but not limited to permanent employees of the Company, up to the maximum limit permitted under the Regulations.

RESOLVED FURTHER THAT the Board is authorized to retain **oversubscription up to 10% of the offer** for the purpose of rounding off, in accordance with applicable provisions.

RESOLVED FURTHER THAT the Equity Shares to be allotted in the offer shall continue to be subject to the **Memorandum and Articles of Association** of the Company and shall rank **pari-passu in all respects with the existing Equity Shares**, including rights in respect of dividends.

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 the terms of the offer including class of investors, offer price, discount if any, listing on one or more stock exchanges in India and to do all such acts, deeds and things and execute all such documents as may be necessary to give effect to the issue.

RESOLVED FURTHER THAT the equity shares so issued upon allotment shall have the same voting rights as the existing equity shares and shall rank **pari-passu** with the existing equity shares of the Company and shall be entitled to dividend and other corporate benefits for the financial year in which allotment is 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 and matters including but not limited to appointment of Book Running Lead Manager, Legal Advisor, Syndicate Member(s), Underwriter(s), Market Maker(s), Depositories, Registrar and Transfer Agent (RTA) and other agencies involved in the public issue and to remunerate them by way of commission, brokerage or fees and to settle any difficulty arising in regard to the issue, offer and allotment of the shares.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

The Company intends to list its Equity Shares on the **SME Platform of a Stock Exchange** to enable shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is proposed to undertake an **Initial Public Offering (IPO)** of the equity shares of the Company.

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

In order to meet funding requirements and facilitate growth, the Board proposes to make a **Public Issue of up to 35,00,000 Equity Shares** by way of fresh issue including **Offer for Sale of up to 3,00,000 Equity Shares** by **Mr. Jawed Akhtar and Mr. Sunil Lakshman Vatsa** out of the authorized share capital of the Company.
The issue price shall be determined by the Board in consultation with the Merchant Banker in accordance with the provisions of **Sections 23, 26 and 62(1)(c) of the Companies Act, 2013**, the **Securities Contracts (Regulation) Act, 1956** and the **SEBI (ICDR) Regulations, 2018**.

The shares shall be eligible for listing on the **SME Platform of a recognized Stock Exchange in India**.

The Board may make necessary amendments, if required, under the Companies Act, SEBI ICDR Regulations or any other applicable law in connection with the IPO.

The proposed issue is in the interest of the Company and the Board of Directors of the company recommend passing of the resolution as a **Special Resolution at item no. 1 to this notice**.

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None of the Directors, Managers or Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution except to the extent of their **shareholding in the Company and the offer for sale of shares by them.**

For G V Electricals Ltd

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