

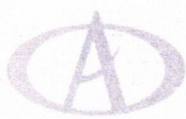


**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT EXTRAORDINARY GENERAL MEETING OF MEMBERS OF ADMACH SYSTEMS LIMITED (FORMERLY KNOWN AS ADMACH SYSTEMS PRIVATE LIMITED) HELD AT SHORTER NOTICE ON THURSDAY, 12th DAY OF JUNE 2025 AT THE REGISTERED OFFICE OF THE COMPANY AT SURVEY NO 122 SANAS NAGAR- NANDOSHI, OFF PUNE SINHAGAD ROAD, TALUKA HAVELI, PUNE-411024 AT 11:00 A.M.**

**TO APPROVE RAISING OF CAPITAL THROUGH INITIAL PUBLIC OFFER OF SECURITIES BY THE COMPANY:**

"RESOLVED THAT in supersession to earlier special resolution passed in the Extraordinary general Meeting held on 06th December 2024 and pursuant to the provisions of Section 23 & Section 62(1)(c), Section 179(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) (the "Companies Act, 2013") and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (SEBI (ICDR) Regulations"), other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, the Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI") or any other competent authority (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable, including provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI (LODR) Regulations") governing disclosure and obligations of Stock Exchange(s), where the equity shares of Admach Systems Limited (formerly Known as Admach Systems Private Limited) (the "Company") are proposed to be listed on the SME Platform of the BSE Limited and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), consent of the members be and is hereby accorded for an Initial Public Offer through a fresh issue of equity shares not exceeding **18,00,000 (Eighteen Lakhs) equity shares** of face value of ₹10 (Rupees Ten only) each or such other equity shares as may be decided by the Board, at such price including premium as may be decided through fixed-price mechanism to such person or persons, who may or may not be the Members of the Company and as the Board may, at its sole discretion, decide in consultation, with the Lead Manager(s) ("LMs"), so appointed including foreign/ resident investors, eligible Foreign Institutional Investors ("FIIs"), Foreign Portfolio Investors ("FPIs"), sub-accounts of eligible FIIs/FPIs, Foreign Venture Capital Investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, qualified institutional buyers, eligible employees of the Company, retail investors, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, and such other persons in one or more combinations thereof, and of any other categories, the price including the premium to be issued in the manner, and on the terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LMs, whether the price at which the Equity Shares are to be issued, at par or at premium and whether for cash or other consideration, including discount for any category of investors, as permitted under





applicable laws, and the decision to determine the category or categories of investors to whom the Issue, 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, in consultation with the LMs, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the equity shares on the stock exchange as may be decided by the Board from time to time.

FURTHER RESOLVED THAT all the new Equity Shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu inter se in all respects with the then existing Equity Shares of the Company except as otherwise provided pursuant to the terms of the Issue in any of the Issue documents.

FURTHER RESOLVED THAT over subscription to the extent of 10% of the Issue to be retained for the purpose of rounding off while finalizing the basis of allotment.

FURTHER RESOLVED 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 may in its absolute discretion think most beneficial to the Company including Issuing 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 discretion decide.

FURTHER RESOLVED THAT Board may determine the terms of the Issue including the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, issue price, premium amount on issue, listing on SME Platform of the BSE Limited in India as the Board in its absolute discretion deems fit, and further, the Board may do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the Issue including but not limited to allotment and utilization of the proceeds and further to do all such acts, deeds, documents and agreements, matters and things and to appoint LM(s), Advisor(s), if any, and such intermediaries as may be required in the process and to finalize the issue expenses including payments to intermediaries, regulators and any other entities as may be required and to decide on the structure of the Issue and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit including the various agreements for the Issue with various parties and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regard the terms and conditions, including the timing of the Issue, premium to be charged on the Equity Shares and to vary the size of the issue as the Board may in its absolute discretion decide in the interest of the Company without requiring any further approval of the members or in relation to raising of resources as authorized herein and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this behalf.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Foreign Exchange Management Act (FEMA), 1999, the Companies Act, 2013 and relevant provisions of the Companies Act, 1956, all other applicable laws, rules, regulations, guidelines, such approvals, consents and permissions of the Regulatory Authorities, other authorities, institutions or bodies as may be necessary and subject to such conditions as may be





**ADMACH SYSTEMS LTD.**

(Formerly known as Admach Systems Private Limited)

CIN: U29299PN2008PLC131530

prescribed by any of the concerned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board, consent be and is hereby accorded for investment in the Equity Shares of the Company by Foreign Institutional Investors (FIIs) including their sub-accounts registered with the SEBI up to the sectoral cap as applicable or up to such other limit as may be permitted by law and approved by the Board of Directors of the Company.

FURTHER RESOLVED THAT any of the Director(s) of the Company and/or the Company Secretary be and is hereby authorized at its discretion, to further delegate by way of authorization in favor of any of the members of the Board or a committee thereof to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to the resolutions.

FURTHER RESOLVED THAT any of the Director(s) of the Company and/or the Company Secretary be and is hereby authorised severally to file the required forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.

**CERTIFIED TRUE COPY  
FOR ADMACH SYSTEMS LIMITED**

(FORMERLY KNOWN ADMACH SYSTEMS PRIVATE LIMITED)



**AJAY CHAMANLAL LONGANI  
CHAIRMAN AND MANAGING DIRECTOR  
DIN: 01974794**

Address: Row House No 7, Kumbre Township,  
Opp. Guruganesh Nagar, D P Road, Kothrud,  
Pune-411038

Place: Pune

Date: 12-Jun-25



**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 Of the Companies Act, 2013)****ITEM NO.1: TO APPROVAL FOR RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFER OF SECURITIES BY THE COMPANY:**

From time to time, your Board has to consider the proposals for the diversification into the areas that would be profitable for the Company as part of its diversification plans. Hence, in order to finance the expansion plans, meeting the working capital requirements and other objects of the Company and to achieve the benefits of listing, it is proposed to make an Initial Public Offer of the equity shares of the Company. Your Company will use the raised funds for the business expansion, meeting the working capital requirements and for such other purposes including the general corporate purposes as the Board may deem fit from time to time.

In supersession of the earlier resolution passed at the Extraordinary General Meeting held on 06<sup>th</sup> December 2024, which had approved the raising of capital through IPO under certain terms and conditions, the present resolution is being proposed to provide enhanced flexibility to the Board in determining the structure, timing, and manner of the proposed issue. This includes the revised quantum of capital to be raised.

Your Company proposes to raise capital by various means including issue of shares to such persons or entities who may not be the existing shareholders of the Company. Pursuant to Section 62(1)(c) of the Companies Act, 2013, the consent of the shareholders is required for issue of shares to the persons other than the shareholders of the Company. Hence, your consent is sought under Section 62(1)(c) of the Companies Act, 2013 for issue of securities to the persons or entities other than its shareholders.

The Board recommends the said resolution for your approval as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except to the extent of their shareholdings in the company.

**BY ORDER OF THE BOARD OF DIRECTORS**  
**For ADMACH SYSTEMS LIMITED**

(Formerly known as Admach Systems Private Limited)

**AJAY LONGANI**  
**CHAIRMAN AND MANAGING DIRECTOR**  
**DIN- 01974794**

**Address:** Row House No 7, Kumbre Township,  
Opp Guruganesh Nagar, D P Road,  
Kothrud, Pune MH 411038



Place: Pune

Date: 12-Jun-25