

ACCORD TRANSFORMER & SWITCHGEAR LIMITED
(FORMERLY KNOWN AS ACCORD TRANSFORMER & SWITCHGEAR PRIVATE LIMITED)
CIN: U31500HR2014PLC052544
REGISTERED OFFICE: UNIT NO. 724, SEVENTH FLOOR, EROS CORPORATE PARK, K BLOCK,
SECTOR 2, IMT MANESAR, GURGAON, MANESAR, HARYANA, INDIA, 122052
EMAIL: INFO@ATSGROUP.IN

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE EXTRA GENERAL MEETING OF THE MEMBERS OF ACCORD TRANSFORMER & SWITCHGEAR LIMITED (FORMERLY KNOWN AS ACCORD TRANSFORMER & SWITCHGEAR PRIVATE LIMITED) HELD ON THURSDAY, 11TH SEPTEMBER, 2025 AT 4:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO. 724, SEVENTH FLOOR, EROS CORPORATE PARK, K BLOCK, SECTOR2, IMT MANESAR, GURGAON, MANESAR, HARYANA, INDIA, 122052

RESOLUTION NO: 3

TO APPROVE INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY

"RESOLVED THAT pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof), the applicable provisions of Securities Contracts (Regulation) Act, 1956, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable laws or regulation in India, including without limitation, the provisions of the Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force) and the listing agreement to be entered into with the Stock Exchange where the equity shares and/or other securities of the Company are proposed to be listed on the SME/Startups platform and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ("SEBI"), Stock Exchange(s), the Reserve Bank of India ("RBI") Ministry of Corporate Affairs ("MCA"), the Registrar of Companies (the "RoC") and/ or any other competent authorities, and all other appropriate applicable statutory and/or regulatory requirements and subject to such approvals, consents, sanctions, permissions and conditions as may be prescribed by competent statutory and/or regulatory authorities, the consent of members of the Company be and is hereby accorded to issue, offer and allot equity shares of face value of Rs. 10/- ("Equity Shares"), each and such other securities which may be convertible into or exchangeable for Equity Shares, at a price including premium to be determined in accordance with the method as may be prescribed by SEBI ICDR Regulations, 2018 and subsequent amendments thereto ("ICDR Regulations"), upto 56,00,000 Equity Shares (Fifty-Six Lakh Equity Share Only) including the issue and allotment of Equity Shares and/or other securities to Market Maker, in accordance with the provisions of regulation 261 of chapter IX of the ICDR Regulations and/or other applicable statutory and/or regulatory requirements, to be issued, at par or at premium and for cash or other consideration as may be resolved by members.

RESOLVED FURTHER THAT such of these equity shares may also be issued on Pre-IPO Placement (as defined under SEBI ICDR Regulations) or to any category(ies) of persons as may be permissible in accordance with the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines in such manner, if any, and on such terms as the Board and/or its Committee in its absolute discretion may think most beneficial to the Company including without limitation, to negotiate, finalise and execute any document or agreement and any amendments or supplements thereto and generally do all such acts, deeds, matters and things in relation to all matters incidental to or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and execute the Offer Document(s), Form of Application, appointment of the Book Running Lead Manager/Lead Manager(s), Registrar to the Issue/Offer, Market Maker(s), Nominated Investors and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Issue/Offer, enter into stand-by-arrangement with Brokers/Bankers/Book Running Lead Manager/Lead Manager for the whole or the part of the Issue/Offer and on such terms and conditions within the broad framework of parameters as prescribed by the Concerned authorities, and do all such acts, deeds and things as it may, in its sole discretion, deem necessary and settle any

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or all matters arising with respect to the Issue/Offer, allotment and utilisation of the proceeds of the issue of Equity Shares and further to do all such acts, deeds and things and finalise and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed initial public offering, without requiring any further approval of the members 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 regard.

RESOLVED FURTHER THAT in terms of the Act and all other applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorised at its option to make an allotment of not more than 10% of the net issue/offer to public for the purpose of making allotment in minimum lots, in case of oversubscription.

RESOLVED FURTHER THAT the Board or a Committee constituted thereof as the Board may constitute in this regard, be entitled to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchange(s).

RESOLVED FURTHER THAT for the purpose of undertaking the IPO and/or to give effect to the above, the Board or a Committee constituted thereof be and is hereby authorised to do all such acts, things or deeds as may be necessary for the issuance and allotment of the said Equity shares and to take such action or give such directions as may be necessary or desirable, and to accept any modifications in the proposed and terms of the Issue/Offer, including the price of the Equity shares to be so issued, as may be considered necessary by the Board or as may be prescribed in granting approvals to the Issue/Offer and which may be acceptable to the Board and to decide the Basis of Allotment and settle any question or difficulty that may arise in regard to the Issue/Offer and Allotment of the Equity Shares.

RESOLVED FURTHER THAT for the purposes of giving effect to this resolution, the Board or such other Committee thereof as the Board may constitute in this regard, be and are hereby authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including without limitation to enter into escrow, underwriting, marketing, depository, market-making and any other arrangements or agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on stock exchange(s) in India with the power to act on behalf of the Company and to settle such question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit.

RESOLVED FURTHER THAT the Equity Shares to be so issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing equity shares of the Company, save and except that the said new equity shares shall be entitled to such payment of dividend as may be declared at any time after allotment thereof on the amount paid up thereon on pro rata basis with the existing shares of the Company.

RESOLVED FURTHER THAT

- i. All monies received by the Company out of the Issue/Offer and allotment of the Equity Shares to the public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- ii. Details of all monies utilised out of the Issue/Offer as referred to above shall be disclosed and continued to be disclosed until the time any part of the Issue/Offer proceeds remains unutilised under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised;
- iii. Details of all unutilised monies out of the Issue/Offer, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested; and
- iv. Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") subject to the amendment, as may be applicable in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

RESOLVED FURTHER THAT the Board and/or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and

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subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of Equity Shares on one or more Stock Exchange(s) in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to trade in Equity Shares in a dematerialized form with regard to any such issue or allotment as it may in its absolute discretion deem fit and all such other acts necessary for the listing without being required to seek any further consent or approval of the members.

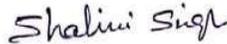
RESOLVED FURTHER THAT the Board is authorized to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the shareholders of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

//Certified True Copy//

For Accord Transformer & Switchgear Limited
(Formerly Known as “Accord Transformer & Switchgear Private Limited”)

For Accord Transformer & Switchgear Limited



Director

Shalini Singh
Director
DIN: 07036391

Date : September 11, 2025
Place : Thursday

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EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:

RESOLUTION NO: 3

The Board of Directors of the Company, at its meeting held on 18.08.2025, has considered and approved a proposal to undertake an Initial Public Offer (IPO) of equity shares of the Company. The Board believes that the IPO will enhance the Company's visibility, improve its brand image, provide access to capital markets for future fund-raising activities, and enable it to comply with regulatory requirements for listing.

The Company proposes to issue, offer and allot up to 56,00,000 (Fifty-Six Lakh) equity shares of face value ₹10/- each (the "Equity Shares") through the IPO, including the offer and allotment of shares to Market Maker(s) and such other category of investors as may be permitted under applicable laws, including under the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time.

The Board of Directors (or a Committee thereof) has been authorised to determine the detailed terms and conditions of the IPO, including the price at which shares will be offered (including premium), timing of the offer, appointment of intermediaries such as Lead Managers, Registrar to the Issue, Market Makers, and other related matters. The Board is also authorised to make Pre-IPO placements as permitted under SEBI ICDR Regulations, and to vary or modify the terms of the issue to meet regulatory requirements or in the best interest of the Company.

The proceeds of the IPO will be utilised in accordance with the objects of the issue to be set out in the Offer Document (Draft Prospectus and Prospectus), which will be filed with SEBI, Stock Exchanges, and the Registrar of Companies (RoC), and may include purposes such as meeting working capital requirements, funding business expansion, repayment of borrowings, general corporate purposes, and expenses related to the IPO.

The equity shares issued in the IPO shall rank pari-passu with the existing equity shares of the Company in all respects.

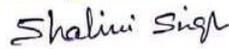
Pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013, read with applicable rules and SEBI regulations, the approval of the members is being sought by way of a **Special Resolution** to authorise the Board to proceed with the IPO.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their relatives are in any way concerned or interested in the proposed resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution as set out in the accompanying Notice for the approval of members as a **Special Resolution**.

For Accord Transformer & Switchgear Limited
(Formerly Known as "Accord Transformer & Switchgear Private Limited")

For Accord Transformer & Switchgear Limited



Director

Shalini Singh
Director
DIN: 07036391

Date : September 11, 2025
Place : Gurgaon