

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF SPECTRAA TECHNOLOGY SOLUTIONS LIMITED (THE "COMPANY") HELD ON WEDNESDAY, 25<sup>TH</sup> FEBRUARY, 2026 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 17/7 ALI ASKER ROAD, CUNNINGHAM ROAD, BENGALURU, KARNATAKA-560052, INDIA**

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**INITIAL PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY**

**"RESOLVED THAT** subject to the approval of the shareholders through a special resolution in a general meeting and in a general meeting and in accordance with and pursuant to the provisions of Section 23, 28, 62 (1) (c), 179(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments, statutory modifications or re-enactments thereof, for the time being in force) (collectively referred to as the **"Companies Act, 2013"**), and in accordance with the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended (**"SCRA"**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, and any other applicable rules and regulations, notifications, guidelines, policies, circulars and directions issued by the Government of India (**"GoI"**), the Securities and Exchange Board of India (**"SEBI"**), the Reserve Bank of India (**"RBI"**), the Department for Promotion of Industry and Internal Trade (**"DPIIT"**), Ministry of Commerce and Industry, and other competent statutory or regulatory authorities including any amendment thereto or re-enactment thereof, for the time being in force) (collectively, **"Applicable Laws"**), and in accordance with the provisions of the Memorandum of Association of the Company and Articles of Association of the Company and the provisions of the uniform listing agreement to be entered into with BSE SME (SME Platform of the BSE Limited) or NSE EMERGE (SME Platform of National Stock Exchange of India Limited) as may be decided by the Company and disclosed in the draft red herring prospectus (the **"DRHP"**), the red herring prospectus (the **"RHP"**) and the Prospectus (**"Offer Documents"**), the stock exchange where the equity shares of the Company of face value ₹10/- each (**"Equity Shares"**) are proposed to be listed and subject to any approvals, consents, permissions or sanctions as may be required from relevant government, statutory and/or regulatory authorities, the SEBI, the Registrar of Companies, Bangalore (**"RoC"**), the Stock Exchange RBI, the Department for Promotion of Industry and Internal Trade (**"DPIIT"**), Ministry of Commerce and Industry, GoI, and such other relevant statutory and other authorities and departments and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, **the consent and approval of the Board of Directors** (hereinafter referred to as the **"Board"**, which term shall be deemed to include any committee duly authorized by the Board to exercise its powers, including the powers conferred by this resolution) be and is hereby accorded and granted to undertake an initial public offering of Equity Shares and to create, issue, offer, up to 34,76,000 Equity Shares pursuant to a fresh issue of up to 27,84,000 Equity Shares (the **"Fresh Issue"**) and an offer for sale of up to 6,92,000 Equity Shares by certain existing shareholders of the Company (the **"Offer for Sale"** and such shareholders, the **"Promoter Selling Shareholder(s)"** together with the Fresh Issue, the **"Offer"** or the **"IPO"**) at such price as may be determined in accordance with the book building process as prescribed under the SEBI ICDR Regulations (at par or premium), and as agreed to by the Company in consultation with the book running lead managers to the IPO (**"BRLM"**) and on the terms and conditions as the Board may (in consultation with the BRLM) decide, to (i) qualified institutional buyers as defined under Regulations 2(1)(ss) of the SEBI ICDR Regulations, (ii) trusts/societies registered under the Societies Registrations Act, 1860, (iii) employees and/or workers of the Company, (iv) bodies corporate, any other private or public companies, or body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, individual bidders, individuals, Indian financial institutions, resident Indians, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development

**Registered office**

17/7, Ali Asker Road, Cunningham  
Road, Bengaluru - 560052

**Manufacturing Unit 01**

4th Phase, KIADB, Plot No 88 part,  
Industrial Area, Malur, Karnataka 563130

**Manufacturing Unit 02**

B-471, Manda, RIICO industrial area, phase  
2, Chomu, Doongri Khurd, Rajasthan 303702

Authority of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, provident funds, pension funds, national investment fund set up by the GoI, Indian mutual funds registered with SEBI, development financial institutions, multilateral and bilateral financial institutions, or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors as defined under Regulation 2(1)(c) of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, with an option to the Company to retain an over-subscription to the extent of 10% of the net offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, including reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, through an offer document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may at its discretion decide in consultation with the BRLM and as may be permissible under Applicable Laws.

**RESOLVED FURTHER THAT** the Board shall invite the existing promoter shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLM subject to the receipt of consent of SEBI, GoI, RBI, the RoC and/or such other approvals, permissions and sanctions of all other concerned statutory 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, at a price to be determined by the book building process in terms of the SEBI Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLM, to such category of persons as may be permitted or in accordance with the SEBI Regulations or other Applicable Laws, 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/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.

**“RESOLVED FURTHER THAT** the Equity Shares allotted / transferred pursuant to the IPO shall be listed on BSE SME (SME Platform of the BSE limited) or NSE EMERGE (SME Platform of National Stock Exchange of India Limited) as may be decided by the Company and disclosed in the Offer Documents (“**Stock Exchange**”).

**RESOLVED FURTHER THAT** subject to the approval of the shareholders of the Company, the Board either by itself or through any other committee or sub-committee thereof constituted by the Board, be and is hereby authorized to do such acts, deeds and things as the Board be and is hereby authorized to do such acts, deeds and things as the Board or the committee or sub-committee thereof in its absolute discretion deems necessary or desirable in connection with the Offer.

**RESOLVED FURTHER THAT** the Equity Shares so allotted / transferred in the IPO shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares, including any rights in respect of dividend payable for the entire year after the date of allotment.

**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the promoter selling shareholders shall pay interest on failure thereof, as per applicable law and in consultation with the BRLM.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board shall, in consultation with the BRLM, settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Equity Shares in the Offer and the utilisation of the Fresh Issue proceeds in accordance with the purposes specified in the Offer documents, 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,

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deletions, additions as regards the terms and conditions, to vary the size of the Offer, determine the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, Offer price, premium amount on Offer, listing on stock exchange in India, appoint the BRLM, appoint in consultation with the BRLM other intermediaries such as legal counsels, banks or agencies concerned, enter into any agreements or other instruments for such purpose, remunerate all such intermediaries/agencies including the payments of commissions, brokerages, fees and the like, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorised herein, and that all or any of the powers conferred on the Board or a committee thereof vide this resolution may be exercised by the Board or such committee.

**RESOLVED FURTHER THAT** subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ such other persons or otherwise.

**RESOLVED FURTHER THAT** any of the Directors, Company Secretary and Compliance Officer and Chief Financial Officer, be severally authorized to file necessary forms with the RoC and any other authorities and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, agreements, certificates etc., as may be required in order to give effect to these resolutions.

**RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of any Director or the Company Secretary and Compliance Officer, wherever required.”

//Certified True Copy//

**By Order of the Board of Directors**  
**For SPECTRAA TECHNOLOGY SOLUTIONS LIMITED**



**ARUN KUMAR**  
**MANAGING DIRECTOR**  
**DIN- 03579283**

**Date: 25-02-2026**  
**Place: Bangalore**

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