



# SAI URJA INDO VENTURES LIMITED

(Formerly known as Sai Urja Indo Ventures Private Limited)

AN ISO 9001:2015 & 45001:2018 CERTIFIED COMPANY

CIN : U74900MH2012PLC231235

Deals in Industrial Operation, Instrumentation, Electrical, Mechanical Maintenance & FMS Works

**To consider and thought fit the following resolution was passed as Special Resolution:**

## **ITEM NO. 2 – Approval of Initial Public Offer (IPO)**

“RESOLVED THAT pursuant to the provisions of section 62(1)(c), section 23 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the rules made thereunder, as amended from time to time (collectively referred to as ‘the Act’) and provisions of the Memorandum of Association and Articles of Association of the Company and Listing Agreement to be entered into with the Stock Exchange, where the Company’s equity shares are proposed to be listed and subject to the approval to the extent necessary of the Government of India, Securities and Exchange Board of India (SEBI), the Registrar of Companies (ROC), Reserve Bank of India (RBI) and all other concerned statutory and other authorities and to the extent necessary, such other approvals, consents, permissions, sanctions and the like as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which shall include a duly authorized Committee for the time being exercising the powers conferred upon it by the Board including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956 (“SCRA”), the Securities Contract (Regulation) Rules, 1957, as amended (‘SCRR’) as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’) and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by SEBI including any other applicable laws, rules and regulations issued by competent authorities (the “Applicable Laws”), the consent of the Members of the Company be and is hereby accorded, and the Board be and is hereby authorized to create, offer, issue and allot 33,78,000 (Thirty Three Lakhs Seventy Eight Thousand only) Equity Shares involving fresh issue of 30,66,000 (Thirty Lakhs and Sixty Six thousand) Equity shares and “Offer for sale” of 3,12,000 (Three Lakh Twelve Thousand) Equity shares having face value of Rs. 10/- (Rupees Ten Only) for cash at such price including premium if any, as may be determined in pursuance of Book building mechanism ranking pari-passu with the existing equity shares of the Company (the Equity Shares), at par or at a premium, (Fresh Issue); to any category of person or persons as permitted under applicable laws, who may or may not be the shareholder(s) of the Company as the Board may in its sole discretion decide, including anchor investors, if any, or qualified institutional buyers, each as defined under the SEBI ICDR Regulations, one or more of the Members of the Company, eligible employees (through a reservation or otherwise), Hindu undivided families, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, or any other category of investors as may be permitted to invest under Applicable Laws by way of the Offer in consultation with the Book Runner Lead Manager BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer, and on





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the terms and conditions as the Board may in its absolute sole discretion decide including the price at which the equity shares are to be issued, at par or at

premium and for cash or other consideration and the decision to determine the category or categories of investors to whom the offer, 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 and also the consent of the members be and are hereby accorded to the company to offer for sale for cash at such price including premium, if any, as may be determined in pursuance of Book building mechanism (in accordance with the "SEBI ICDR Regulations") ("Offer for sale") through issue of offer documents (Initial Public Offer or IPO) and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

**RESOLVED FURTHER THAT** the consent and approval of members be and are hereby accorded for lock in of Pre-Issue equity shares as per the provision of SEBI (ICDR) Regulations, 2018 as amended from time to time, from the date of allotment of shares in the IPO, without being required to seek any further consent.

**RESOLVED FURTHER THAT** the board may also invite existing shareholders of the Company to participate in the Offer for sale of all or part of the equity shares held by them at the same price as decided in the Initial public offer and issue such letters or execute such agreements in writing as may be required for purposes of the Offer for sale.

**RESOLVED FURTHER THAT** all the new equity shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu inter-se in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of oversubscription of specified securities, no allotment shall be made by the issuer in excess of the specified securities offered through the offer document: Provided that in case of oversubscription, an allotment of not more than ten per cent. of the net offer to public may be made for the purpose of making allotment in minimum lots [As per the Regulation 268 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018].

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

**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 Act and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with





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applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law, and:

- i. Details of all monies utilized out of the offer referred above shall be disclosed under an appropriate separate head in the balance sheet of our company indicating the purpose for which such monies have been utilized.
- ii. Details of all monies utilized out of the offer referred above shall be disclosed under an appropriate separate head in the balance sheet of our company indicating the purpose for which such monies have been invested.
- iii. Our company shall comply with the requirements of Listing Agreement in relation to the disclosure and monitoring of the utilization of the proceeds of the offer.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, any of the Director(s) and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

**RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, the following:

(i) Constituting any Committee of the Board for the purposes of transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including the pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be , offered and transferred in the Offer, the bid/Offer opening date and bid / Offer closing date, determining the classes of investors to whom Equity Shares may be allotted or transferred, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors in consultation with the BRLMs (Book Running Lead Manager) and in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;

(ii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in



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his/her/its absolute discretion may deem necessary or desirable in connection with the offer, transfer, offer and allotment of Equity Shares pursuant to the Offer;

(iii) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

(iv) to invite the existing shareholders of the Company to participate in the Offer to offer for sale Equity Shares held by them at the same price as in the Offer;

(v) appointing the Book Runner Lead Manager (BRLM) in accordance with the provisions of the Applicable laws;

(vi) to open and operate bank account(s) of the Company in terms of the escrow and sponsor bank agreement, as applicable and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(vii) to decide, negotiate and finalise the pricing, the terms of the offer of the Equity Shares and all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with investors, in consultation with the BRLMs;

(viii) taking on record the approval of the existing shareholder(s) who express their intention to participate in the Offer to offer their Equity Shares in the Offer for Sale;

(ix) seeking, if required, any approval, consent or waiver from the Company's lenders, industry data providers and/or parties with whom the Company has entered into various commercial and other arrangements/agreements including, without limitation, customers, suppliers, strategic partners of the Company, and/ or any/all concerned governmental and regulatory authorities in India, including the RBI and SEBI and/ or any other approvals, consents or waivers that may be required in connection with the offer, transfer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;

(x) deciding in consultation with the BRLMs the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;

(xi) approving the draft red herring prospectus, red herring prospectus and prospectus (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLMs, in accordance with Applicable Laws;

(xii) settling any questions, difficulties or doubts that may arise in relation to the Offer, in consultation with the BRLMs if the need so arises;



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- (xiii) approving suitable policies on insider trading, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
- (xiv) seeking the listing and trading approval of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and trading approval;
- (xv) appointing, in consultation with the BRLMs, the registrar, advertisement agency, monitoring agency and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws, as well as legal counsels and banks or other agencies concerned and entering into any agreements or other instruments for such purpose, to remunerate all such intermediaries/ agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries / agents;
- (xvi) to negotiate, finalise, sign and deliver or arrange the delivery of the issue agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the issue and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addendum thereto, including with respect to the payment of commissions, brokerages and fees with the registrar to the issue, legal counsels, auditors, stock exchange, BRLM and other agencies/intermediaries in connection with issue with the power to authorize one or more officers of the company to negotiate, execute and deliver all or any of the aforesaid documents;
- (xvii) to make applications to the Stock Exchange for in-principle approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchange, including a copy of Draft Red Herring Prospectus/Red Herring Prospectus ('DRHP/RHP') to be filed with SEBI, as may be required for the purpose.
- (xviii) finalizing and arranging for the DRHP/RHP/Prospectus to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments or supplements thereto for the issue of equity shares including incorporating such alterations/corrections/modifications as may be required by Stock Exchange, SEBI, Registrar of Companies or any other relevant governmental and statutory authorities or in accordance with all the applicable laws, rules, regulations, notifications, circulars, orders and guidelines;
- (xix) to submit undertaking/certificates or provide clarifications to the SEBI and the Stock Exchange where the equity shares of the company are proposed to be listed;
- (xx) authorizing of the maintenance of a register of holders of the Equity Shares;
- (xxi) finalizing of the basis of allotment of the Equity Shares in accordance with Applicable Laws;
- (xxii) issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws;



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- (xxiii) delegating its powers as may be deemed necessary and to the extent allowed under Applicable Laws to the committees of the Board or the officials of the Company;
- (xxiv) approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds;
- (xxv) accepting and appropriating of the proceeds of the Offer in accordance with Applicable Laws; and
- (xxvi) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Offer.

**RESOLVED FURTHER THAT** any Director(s) of the Company, be and are hereby authorized to file the required forms with the Registrar of Companies, to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company.

**RESOLVED FURTHER THAT** any Director(s) or Company Secretary of the Company is authorised to forward a copy of the above resolution, to concerned authorities for necessary actions."

**//CERTIFIED TRUE COPY//**

**FOR SAI URJA INDO VENTURES LIMITED**

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SAI URJA INDO VENTURES LIMITED

**MANAGING DIRECTOR**

**HARSH AJAYKUMAR MITTAL**

**CHAIRMAN AND MANAGING DIRECTOR**

**DIN: 05227867**

**Address:** Flat No. 101, Wing C, Jayanti Nagari IV,  
Manish Nagar, Nagpur, Maharashtra, 440037

**Date:** 16/09/2025

**Place:** Chandrapur