CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF SUNKIND INDIA LIMITED ('THE COMPANY') HELD ON MONDAY, 20TH DAY OF JULY 2026 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO-97A, AIHP SKYLINE, 1ST FLOOR, SECTOR 32, GURUGRAM, URBAN ESTATE (GURGAON), GURGAON, URBAN ESTATE, HARYANA, INDIA, 122001.

ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER):

"RESOLVED THAT in supersession of the earlier resolution passed by the Members at their Extra Ordinary General Meeting held on 20th September, 2025 and in terms of Sections 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) the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed there under, 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 LODR Regulations), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (the "Listing Agreements"), the Foreign Exchange Management Act, 1999 ("FEMA") as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, 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), Stock Exchange, 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 of the Company (hereinafter referred to as the "Board" which term shall include a duly authorized Committee thereof for the time being exercising the powers conferred by the Board) as its sole discretion, the consent of the Shareholders/ Members of the Company be and is hereby accorded to the Board of Directors 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 (FIIs, FIs, and other eligible entities as per SEBI Regulations), HNIs, Individual Investors (II), 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.10.00 each (Rupees Ten Only) at such premium by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company, as the Board of Directors may deem fit and proper, to create, offer, issue and allot up to **64,08,000 Equity shares** and to enlist Equity Shares on the recognized Stock Exchange(s) (including SME platform) as the Board of Directors of the Company may deem fit and proper, as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with Lead Manager (LM)/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 its absolute discretion in accordance with extant SEBI(ICDR) Regulations 2018, as amended from time to time and any other applicable statue."

"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."

For Sunkind India Limited

Director/Authorized Signatory

"RESOLVED FURTHER THAT the new equity shares so issued shall upon allotment shall have the same rights of voting as the equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and in 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, things and matters of whatsoever nature that may be incidental thereto, including but not limited to appointment of Book Running Lead Manager/Lead Manager(s), Legal Advisor, Syndicate Member(s), Underwriter(s), Market Maker(s), Depository (ies), Registrars and other intermediaries or agencies as may be involved in or concerned in such Public issue and to remunerate all such agencies by way of commission, brokerage, fees or otherwise, by way of entering into agreement or otherwise and to settle any question, doubt or difficulty that may arise in regard to the issue, offer and allotment of the said shares,"

"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 and on behalf of Board of Directors,
Sunkind India Limited

For Sunkind India Limited

Director/Authorised Signatory

Hanish Gupta
Managing Director
DIN: 02194659
Address: Coral 702, The Verandas Golf Course Road,
Gurgaon Sector 54, Gurgaon, Haryana-122011

Date: July 20, 2026
Place: Gurugram, Haryana

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER):

The Members of the Company had, at the Extraordinary General Meeting held on September 20, 2025, accorded their approval by way of a Special Resolution to undertake an initial public offering ("IPO") of the equity shares of the Company and to undertake all such acts, deeds and matters as may be necessary in connection therewith. Pursuant to the aforesaid approval, the Company filed its Draft Red Herring Prospectus ("DRHP") with the concerned Stock Exchange on September 29, 2025, which was subsequently approved by the Stock Exchange.

Subsequent to such approval, the Board of Directors, after considering the prevailing business requirements and in the best interests of the Company and its stakeholders, reviewed the proposed utilisation of the net proceeds from the Issue and considered it appropriate to modify the Objects of the Issue. As the proposed changes are material in nature and require incorporation in the offer document, the Board, at its meeting held on July 13, 2026, approved the withdrawal of the earlier DRHP and the filing of a fresh DRHP incorporating the revised Objects of the Issue and other consequential changes, subject to the approval of the Members and receipt of such statutory and regulatory approvals as may be required.

Accordingly, in supersession of the Special Resolution passed by the Members on September 20, 2025, the approval of the Members is being sought by way of the present Special Resolution to authorise the Board of Directors to undertake the proposed initial public offering of equity shares of the Company, withdraw the earlier DRHP, file a fresh DRHP with the Stock Exchange and/or the Securities and Exchange Board of India, as applicable, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection therewith, including making such modifications, alterations, amendments or revisions to the terms of the Issue, the Objects of the Issue and the offer documents as may be required by the regulatory authorities or as may be considered necessary by the Board.

The Company proposes to create, offer, issue and allot up to **64,08,000** (Sixty Four Lakh and Eight Thousand) Equity Shares of face value of 10 each of the Company (the "**Equity Shares**") comprising of fresh issue of upto **64,08,000** (Sixty Four Lakh Eight Thousand) Equity Shares (the "**The Issue**"), on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects *pari passu* with the existing Equity Shares.

The Offer may also include a reservation of a certain number of Equity Shares for any category or categories of persons as permitted under Applicable Laws (the "Reservation"). Unless the context requires otherwise, the term, "Issue", as used in these resolutions, includes the Reservation.

The Company may further offer a discount to the price at which the Equity Shares are offered pursuant to the Issue, to any category or categories of persons as permitted under Applicable Laws.

Material information pertaining to the Issue is as follows:

(i) Issue Price:

The price at which the Equity Shares will be allotted through the Issue shall be determined and finalized by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

For Sunkind (India) Limited

Director/Authorized Signatory

(ii) Objects of the Issue:

The objects of the Issue shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the Issue.

(iii) Intention of Directors/Key managerial personnel to subscribe to the Issue:

The Company has not made and will not make an offer of Equity Shares to any of the promoter, members of promoter group. However, except for the directors who are part of promoter and part of promoter group, directors or the key managerial personnel may apply for the Equity Shares in the various categories under the Issue in accordance with the SEBI ICDR Regulations, the Companies Act 2013 and any other applicable laws.

(iv) Whether a change in control is intended or expected:

No change in control is intended or expected as a result of the Issue.

(v) Allotment

The allotment of Equity Shares pursuant to the Issue shall be completed within such time period as may be prescribed under applicable law.

(vi) Pre-Issue and post-Issue shareholding pattern

The pre-Issue and post-Issue shareholding pattern (to the extent applicable) shall be as disclosed in the Issue documents filed in connection with the Issue.

The Board recommends the resolution for the approval of the shareholders as special resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution, except to the equity shares held by them in the Company.

// Certified True Copy //

For and on behalf of Board of Directors,
Sunkind India Limited

For Sunkind India Limited

Director/Authorized Signatory

Hanish Gupta
Managing Director
DIN: 02194659
Address: Coral 702, The Verandas Golf Course Road,
Gurgaon Sector 54, Gurgaon, Haryana-122011

Date: July 20, 2026
Place: Gurugram, Haryana