

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED IN THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF SUNRISE MIDDLE EAST TURN TECH LIMITED HELD ON, TUESDAY, 18TH AUGUST 2026, AT 11: 00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT GIDC-3, PLOT NO-3025, UDYOGNAGAR, JAMNAGAR, KALAVAD, GUJARAT, INDIA, 361004.

TO APPROVE INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY:

"RESOLVED THAT pursuant to Section 23, 26, 32, 62(1)(c) 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 granting such and subject to such conditions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" and which term shall include such Committee of Directors constituted/to be constituted for the said purpose), consent of members of the Company be and is hereby accorded to create, issue, offer and allot equity shares of face value of Rs. 10/- ("Equity Shares"), each and such other securities, 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") aggregate of upto 51,58,000 (Fifty-One Lakh Fifty-Eight Thousand only) equity shares comprising of upto 42,61,000 (Forty-Two Lakh Sixty One Thousand Only) equity shares as fresh issue of securities and upto 8,97,000 (Eight lakh Ninty Seven Thousand only) equity shares as offer for sale of Face Value of Rs. 10/-each by selling shareholders up to 8,97,000 (Eight lakh Ninty Seven Thousand only) equity shares ("Offer for Sale" and the "Offer") collectively held by Hirenbbhai Mansukhlal Sanghani, Jaydeep Rameshbhai Sanghani, Parag Rameshchandra Sanghani, Mayank Rasikbbhai Sanghani, Mukesh Dhanjibhai Sanghani, Rameshchandra Sanghani, Shitalben Mukeshbbhai Sanghani, (herein referred to as the "Selling Shareholders") as their consent for selling share has been received and taken on records, 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, a price as many be decided by the board of director in consultation of Book Running Lead Manager, ranking pari passu to the existing equity shares of the company as board may decide.

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may disposed of by in favour underwriter(s) to issue.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby severally authorised to finalise and execute the Offer Document(s) and appointment of, 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 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 or all matters arising with respect to the Issue/Offer, allotment and utilisation of the proceeds of the issue/offer 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 SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorised in case of oversubscription for the purpose of rounding off to make allotment, in consultation with designated stock exchange an allotment of not more than 10% of the net issue/offer to public for the purpose of making allotment in minimum lots.

RESOLVED FURTHER THAT the offer document shall be filed as per Section 26 and 32 of the Companies Act, 2013 and rules made thereunder. Further the Issue shall be made as per the Book Building Method in accordance with the applicable Section and Rules made under Companies Act, 2013 and Regulations and Schedule as made under the SEBI ICDR Regulation 2018.

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 the Board be and is hereby authorised to approve the Draft Red Herring Prospectus/Draft Prospectus, Red Herring Prospectus as well as the Prospectus for the proposed issue of Equity Shares and to authorise any Director or Directors of the Company or any other Officer or Officers of the Company to sign the above documents for and on behalf of the Company together with the authority to vary; amend or modify the same as such authorised person may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates and/or authorities as may, in the opinion of such authorised persons, be required from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise and settle and to execute and deliver or arrange the delivery of the Draft Red Herring Prospectus/Draft Prospectus, the Red Herring Prospectus, the Prospectus, Syndicate Agreement, Underwriting Agreement, Market Making Agreement, Escrow Agreement/ Banker to the Issue Agreement, Stabilization Agreement, if any, and all other documents, deeds, agreements and instruments as may be required or desirable in relation to the Initial Public Offer.

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 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/offer 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.
- v. Object of the issue are Working Capital Requirement, General Corporate Purpose (GCP), Capital Expenditure, Public Issue Expenses or any other object as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT

- a) The Company will furnish to the stock exchange on quarterly/half yearly basis, a statement indicating material deviations, if any, in the use of proceeds of the initial public offering from the objects stated in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus;
- b) The information mentioned in sub-clause (a) shall be furnished to the stock exchange along with the interim or annual financial results submitted under regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015), and shall be published in the newspapers, if required simultaneously with the interim or annual financial results, after placing it before the Audit Committee, in terms of Regulation 47 of SEBI (LODR), 2015;

RESOLVED FURTHER THAT the Company do seek listing of its Equity Shares either on the SME Platform of BSE Limited (BSE SME) or National Stock Exchange of India Limited (NSE Emerge).

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 subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of Equity Shares on the SME Platform of BSE Limited (BSE SME) or National Stock Exchange of India Limited (NSE Emerge), 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 may authorize to the Board to take decisions with regard to the SME 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

**On behalf of the Board of Directors
For SUNRISE MIDDLE EAST TURN TECH LIMITED**

Sanghani. J. R.

**JAYDEEP RAMESHBHAI SANGHANI
DIRECTOR
(DIN: 10379756)**



Date: 18.08.2026

Place: JAMNAGAR

THE EXPLANATORY STATEMENT ATTACHED TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS

The Company proposes to create, offer, issue and allot up to 51,58,000 (Fifty-One Lakh Fifty-Eight Thousand only) Equity Shares of the Company having a face value of ₹10/- each (the "Equity Shares") by way of a fresh issue of up to 42,61,000 (Forty-Two Lakh Sixty One Thousand Only) Equity Shares (the "Fresh Issue") and an Offer for Sale of up to 8,97,000 (Eight Lakh Ninety-Seven Thousand only) Equity Shares collectively offered by Hirenbbhai Mansukhlal Sanghani, Jaydeep Rameshbhai Sanghani, Parag Rafneshchandra Sanghani, Mayank Rasikbbhai Sanghani, Mukesh Dhanjibhai Sanghani, Rameshchandra Sanghani and Shitalben Mukeshbbhai Sanghani (collectively, the "Selling Shareholders") (the "Offer for Sale" and together with the Fresh Issue, the "Offer"), on such terms, in such manner, at such time and at such price as may be determined in accordance with applicable laws and regulations and in consultation of Book Running Lead Manager, ranking pari passu to the existing equity shares of the company as board may decide in accordance with the applicable laws, including, without limitation to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), to the public by way of initial public offer and get the equity shares listed on the SME Platform of BSE Limited (BSE SME) or National Stock Exchange of India Limited (NSE Emerge).

The Equity Shares allotted shall rank in all respects pari passu with the existing Equity Shares of the Company. The proposed offering is by way of a fresh issuance and offer for sale of the Equity Shares by the Company. The Company intends to at the discretion of the board of directors of the Company ("Board"), list its Equity Shares at an appropriate time in consultation with the Book Running Lead Managers ("BRLM") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

The detailed terms and conditions will be determined in consultation with the Book Running Lead Manager(s), Consultants, Advisors, Underwriters and/or such other intermediary agencies as appointed and maybe appointed for the issue/offer. Wherever necessary and applicable, the pricing of the issue will be finalized in accordance with the applicable guidelines, in force, of GOI, RBI, SEBI and other relevant authorities.

The Board has in its meeting held on 10th August, 2026 approved the issue/offer, subject to the approval of the members of the Company. With respect to the Issue, the Company will be required to file a draft red herring prospectus (the "DRHP") with the Stock Exchange(s), and subsequently file the "Red Herring Prospectus/Prospectus" with the Registrar of Companies, Ahmedabad ("RoC") and thereafter with SEBI, and the Stock Exchanges in respect of the Issue (the "Prospectus", and together with the DRHP and, the "Offer Documents"), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "Companies Act") and other applicable laws.

Material information pertaining to the Issue/offer is as follows: (i) Issue/offer Price: The price at which the Equity Shares will be allotted through the Issue shall be determined and finalized by the Board of Directors of the Company in consultation with the book running lead managers, in accordance with the SEBI ICDR Regulations. (ii) The object(s) of the Issue: The proceeds of the Issue/offer are to be utilized for the purposes that shall be disclosed in the Offer Documents. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws. (iii) Intention of Directors/Key management personnel to subscribe to the Issue: The Company has not made and will not make an offer of Equity Shares to any of the directors or key management personnel. (iv) Whether a change in control is intended or expected: No change in control of the Company or its management is intended or expected pursuant to the issue. The Equity Shares are proposed to be listed on the SME Platform of BSE Limited (BSE SME) or National Stock Exchange of India Limited (NSE Emerge), and the Company will be to enter into listing agreements with the Stock Exchange.

The Board recommends the resolution for the approval of the members by way of Special Resolution. Except the Independent Directors, all other Directors who are also shareholders, the Key Managerial Personnel and their respective relatives (as defined under the Companies Act, 2013) are concerned or interested in the proposed resolution, to the extent of their respective shareholding in the Company and/or their participation as Selling Shareholders in the Offer for Sale.



Manufacturer and Exporter of Brass, Ferrous and Non-Ferrous Component

Shed No. 3025, G.I.D.C,
Phase-3, Dared,
Jamnagar-361004,
Gujarat - India.
CIN : U25999GJ2024PLC156879

Tel: +91 288 2730281
Cell: +91 9925243667
E-Mail: info@sunrisemiddleeast.com
Web: www.sunrisemiddleeast.com
GSTIN: 24ABOC57838L1ZJ

Certified True Copy

**On behalf of the Board of Directors
For SUNRISE MIDDLE EAST TURN TECH LIMITED**

Sanghani. J. R.

**JAYDEEP RAMESHBHAI SANGHANI
DIRECTOR
(DIN: 10379756)**



**Date: 18.08.2026
Place: JAMNAGAR**