

KANO HAR ELECTRICALS LIMITED

RITHANI, DELHI ROAD, MEERUT-250 103, U.P. (INDIA)

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CIN : U31909UP1972PLC003635

KANO HAR

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED AT THE MEETING OF THE SHAREHOLDERS OF KANO HAR ELECTRICALS LIMITED HELD AT 11.00 A.M ON MONDAY, 19TH JANUARY 2026 AT THE REGISTERED OFFICE OF THE COMPANY AT RITHANI, DELHI-ROAD MEERUT-250103

Approval of the Initial Public Offer

“RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the **“Companies Act”**), the Securities Contracts (Regulation) Act, 1956 (and the applicable rules thereunder), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI LODR Regulations”**), the Foreign Exchange Management Act, 1999, as amended and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (the **“FEMA Regulations”**) and any other applicable laws, rules, regulations, policies, guidelines, press notes, notifications, circulars and clarifications issued from time to time, in India or outside India, (including in each case any statutory modifications or re-enactment thereof, for the time being in force) (collectively, the **“Applicable Laws”**), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreement to be entered into between the Company and the respective recognized stock exchanges of India where the equity shares of face value of ₹ 2 each of the Company (the **“Equity Shares”**) are proposed to be listed (**“Stock Exchanges”**), and subject to any approvals, consents, permissions or sanctions from the Government of India (the **“GoI”**), including the Department for Promotion of Industry and Internal Trade (**“DPIIT”**), the Department of Economic Affairs, the Ministry of Finance, the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (the **“SEBI”**), the Registrar of Companies, Uttar Pradesh at Kanpur (the **“RoC”**), the Stock Exchanges, and/or any other appropriate government, statutory or regulatory authorities, as may be required (collectively, the **“Regulatory Authorities”**), and any third parties including but not limited to lender(s) of the Company, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the board of directors of the Company (the **“Board”**, which term shall be deemed to include any committee which the Board has duly constituted or may hereinafter duly constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the shareholders of the Company is hereby granted for an initial public offering of Equity Shares, and the Board be and is hereby authorized to create, issue, transfer, offer and allot Equity Shares, through by way of a fresh issue of Equity Shares by the Company (the **“Fresh Issue”**) and/or an offer for sale of Equity Shares by certain existing and eligible shareholders of the Company (the **“Selling Shareholders”**, and such offer for sale, the **“Offer for Sale”** and together with the Fresh Issue, the **“Offer”** or **“IPO”**) in the Offer, such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹3,000 million and the amount being raised pursuant to the Offer for Sale aggregates up to 1,45,90,000 Equity Shares (with an option to the Company to retain an over-subscription to the extent of 1% 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), subject to the prevailing market conditions and other relevant factors, on such terms and conditions, in such manner and during such period, to such person or persons as may be permitted by and in accordance with Applicable Laws, who may or may not be shareholders of the Company, whether through any reservation of a certain number of Equity Shares for any category or categories of persons as permitted under Applicable Laws (the **“Reservation”**), or otherwise) or by a discount to the Offer price to retail individual bidders (**“Discount”**), Hindu undivided families, anchor investors as defined under Regulation 2(1)(c) of the SEBI ICDR Regulations (if any) or qualified institutional buyers, each as defined under the SEBI ICDR Regulations, foreign portfolio investors, registered foreign venture capital investors, registered alternate investment funds, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds,

REGIONAL OFFICES

Mumbai : 305, Loha Bhawan, P. D'Mello Road, Mumbai-400009
Delhi (NCR) : F-395, Sector-63, Noida - 201307
Kolkata : Unit No. 13, 7th Floor, AMP Baisakhi, Plot 112, AG Block, Sector-II, Salt Lake City, Kolkata-700091
Bangalore : S-211, 11nd Floor, Swiss Complex, 33/41, Race Course Rd. Bangalore-560001
Chennai : 6, 1st Floor, Sun Plaza, G.N. Chetty Road, Chennai-600006



the National Investment Fund set up by the GoI, trusts registered under the Indian Trusts Act, 1989, as amended, societies registered under the Societies Registration Act, 1860, as amended, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, development financial institutions, systemically important non-banking financial companies, Indian mutual funds registered with the SEBI, non-resident Indians, Indian public, bodies corporate, companies (private or public) or other entities, whether incorporated or not, authorities, and to such other persons eligible to invest in Equity Shares of the Company, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof as may be permitted under Applicable Laws, at a price determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such price or prices (at a discount, at par or at a premium) per Equity Share as may be fixed and determined by the Board, and subject to Applicable Laws, including, without limitation, through a prospectus, offering circular or an offering document, and in such manner and on such terms and conditions as may be finalized by the Board, in consultation with the book running lead managers to the Offer ("BRLMs"), and that the Board in consultation with the BRLMs may finalize all matters incidental thereto as it may in its absolute discretion thinks fit. The Equity Shares shall be offered and sold outside the United States in 'offshore transactions', pursuant to Regulation S under the U.S. Securities Act of 1933, as amended, and in accordance with the applicable laws and regulations of the jurisdictions where such offers and sales are made."

"RESOLVED FURTHER THAT the Board and such other persons as may be authorized by the Board be and are hereby authorized on behalf of the Company to determine the allocation of such percentage of the Offer to any category or categories in any Reservation, and further, to provide a discount to the price at which the Equity Shares are offered pursuant to the Offer ("**Discount**"), to retail individual bidders, as may be permissible in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may, from time to time, decide including, without limitation, negotiating, finalizing and executing any document or agreement and any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Reservation and/or the Discount 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 pursuant to the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act and other Applicable Laws, as amended, the consent and approval of the shareholders of the Company is hereby accorded, to complete a private placement of certain specified securities aggregating up to ₹ 600 million, at the discretion of the Board to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus ("**Pre-IPO Placement**"), at such other price as may be decided by the Board, in consultation with the BRLMs and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement 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. In the event of a Pre-IPO Placement, the size of the Offer would be reduced, only from the Fresh Issue portion of the Offer, to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under Regulation 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended."

"RESOLVED FURTHER THAT the Board may invite the existing 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 BRLMs, subject to the receipt of consent of SEBI, GoI, RBI, the RoC, Stock Exchanges 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 ICDR Regulations, as amended, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted by or in accordance with the SEBI ICDR Regulations or other Applicable Laws, as amended, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation



with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.”

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

“RESOLVED FURTHER THAT such of the Equity Shares to be issued under the Offer which 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 discretion think 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 as the Board may in its absolute discretion decide, subject to compliance with all Applicable Laws.”

“RESOLVED FURTHER THAT, subject to the approval of any Regulatory Authorities, if and to the extent necessary, and in accordance with Applicable Law, one or more of the existing shareholders of the Company shall be permitted to participate in the Offer for Sale with respect to Equity Shares held by them as part of the Offer at a price to be determined in accordance with the book building process in terms of the SEBI ICDR Regulations, as amended, for cash at such premium per Equity Share as may be fixed and determined by the Company in consultation with the BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer, in accordance with the terms of any agreements executed with the selling shareholders and the BRLMs and/or underwriters and/or other advisors appointed for the Offer, and subject to Applicable Law and to such category of investors as may be permitted under Applicable Law.”

“RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred (in the Offer shall be subject to the memorandum of association and the articles of association of the Company and rank *pari passu* with the existing Equity Shares of the Company, in all respects, including rights in respect of dividend.”

“RESOLVED FURTHER THAT in consultation with the Stock Exchanges and subject to Applicable Laws, oversubscription to the extent of 1% of the net Offer size, or such other extent as may be permitted under Applicable Laws may be retained by the Company for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in relation to the Offer.”

“RESOLVED FURTHER THAT the Equity Shares so allotted or transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India.”

“RESOLVED FURTHER THAT subject to Applicable Laws, the approval of the shareholders of the Company be and is hereby accorded to submit applications to the Stock Exchanges for in-principle approval for the listing and trading of the Equity Shares in the format prescribed by the respective Stock Exchanges in accordance with the Applicable Laws.”

“RESOLVED FURTHER THAT the Board shall be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Offer and to delegate all or any of the powers herein conferred in such manner as it may deem fit, including, without limitation, the following:

- (i) To make applications to seek clarifications, obtain approvals and seek exemption from, where necessary, the SEBI, the Stock Exchanges, the ROC, the RBI, and any other Regulatory Authorities as may be required in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required under Applicable Laws;
- (ii) To take all actions as may be necessary in connection with the Offer, including extending the bid/ offer period, revision of the price band, in accordance with the Applicable Laws;
- (iii) To appoint and enter into arrangements with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, sponsor banks to the Offer, advisors to the Offer, escrow collection banks to the Offer, registrar to the Offer, refund banks to the Offer, public



offer account banks to the Offer, advertising agencies, monitoring agency, legal counsel and any other agencies or persons or intermediaries (including any replacements thereof) to the Offer and to negotiate and finalize and amend the terms of their appointment, including but not limited to execution of the BRLMs' mandate letter, negotiation, finalization, execution and, if required, the amendment of the Offer agreement with the BRLMs and the underwriting agreement with the underwriters;

- (iv) To negotiate, finalize, settle, execute and deliver or arrange the delivery of the draft redherring prospectus ("DRHP"), the red herring prospectus ("RHP"), the prospectus, offer agreement, registrar agreement, syndicate agreement, underwriting agreement, advertising agency agreement, cash escrow and sponsor bank agreement, share escrow agreement, monitoring agency agreement and all other documents, deeds, agreements, memorandum of understanding and any notices, supplements, addenda and corrigenda thereto, as may be required or desirable, and other instruments whatsoever with the registrar to the Offer, legal advisors, auditors, Stock Exchanges, BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforementioned documents;
- (v) To decide 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 the investors, in consultation with the BRLMs, and rounding off, if any, in the event of over-subscription and in accordance with Applicable Laws;
- (vi) To decide, in consultation with the BRLMs, on the size, timing, pricing, discount, reservation and all the terms and conditions of the Offer, including the price band, bid period, Offer price, and to accept any amendments, modifications, variations or alterations thereto;
- (vii) Taking on record the approval, notices and intentions received of the Selling Shareholders for offering their Equity Shares in the Offer for Sale;
- (viii) To finalize, settle, approve and adopt and file in consultation with the BRLMs, where applicable, the DRHP with the SEBI, RHP with the RoC, the prospectus for the Offer together with any addenda, corrigenda or supplement thereto with the SEBI and RoC and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/modifications as may be required by and to submit undertaking/certificates or provide clarifications to the SEBI, the RoC or any other relevant Regulatory Authorities or in accordance with the Applicable Laws;
- (ix) To seek, if required, the consent of the lenders of the Company, industry data providers, parties with whom the Company has entered into various commercial and other agreements, including without limitation, customers, suppliers, and other third parties and/or any/ all concerned Regulatory Authorities in India or outside India, and any other consents that may be required in connection with any issue, transfer, offer and allotment of Equity Shares and in relation to the Offer or any actions connected therewith;
- (x) To open, maintain, operate and close bank account(s) of the Company in terms of the share escrow agreement, cash escrow agreement and sponsor bank agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xi) To authorize and approve the incurring of expenditure, in consultation with the BRLMs and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;
- (xii) To approve the code of conduct as may be considered necessary or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;



- (xiii) To authorize 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 in relation to the Offer;
- (xiv) To approve suitable policies in relation to the Offer as may be required under Applicable Laws;
- (xv) To approve any corporate governance requirement that may be considered necessary by the Board or as may be required under Applicable Laws, in connection with the Offer;
- (xvi) To approve the list of 'group of companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;
- (xvii) To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer in accordance with the SEBI ICDR Regulations, as amended and other Applicable Laws;
- (xviii) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act or as may be required by the regulations issued by the SEBI and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xix) To determine and finalise the bid opening and bid closing dates (including bid opening and closing dates for anchor investors), floor price/price band for the Offer, the offer price for anchor investors, approve the basis for allocation/allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the prospectus, in consultation with the BRLMs;
- (xx) To issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on the Stock Exchanges, with power to authorize one or more officers of the Company to sign all or any of the aforementioned documents;
- (xxi) To withdraw the DRHP or the RHP or not to proceed with the Offer at any stage, if considered necessary and expedient, in accordance with Applicable Laws;
- (xxii) To make applications for listing of Equity Shares on the Stock Exchanges and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges, including entering into the uniform listing agreement with the relevant Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;
- (xxiii) To do all such deeds and acts as may be required to dematerialize the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the Central Depository Services (India) Limited and National Securities Depository Limited, registrar and transfer agents and such other agencies, as may be required in this regard with power to authorize one or more officers of the Company to execute all or any of the aforementioned documents;
- (xxiv) To do all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary or desirable for the Offer, in consultation with the BRLMs, including without limitation, determining the anchor investor portion and allocation to anchor investors, finalizing the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;
- (xxv) To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment and matters incidental thereto as it may deem fit and to delegate such



of its powers as may be deemed necessary and permissible under Applicable Laws to the officials of the Company;

- (xxvi) To approve and adopt the relevant restated financial statements to be issued in connection with the Offer;
- (xxvii) To take such action, give such directions, as may be necessary or desirable as regards the Offer 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 Offer, as are in the best interests of the Company;
- (xxviii) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as it may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by it or any committee there of shall be conclusive evidence of the authority of the Board in so doing; and
- (xxix) To delegate any of the powers mentioned above as may be permissible under the Applicable Laws to the following persons, namely Mr. Vivek Singhal, Whole-time Director and Mr. Abhishek Singhal, to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.
- (xxx) To accept and appropriate the proceeds of the Fresh Issue in accordance with Applicable Laws."

"RESOLVED FURTHER THAT in relation to the Offer, any decision regarding the Offer may be made by the Company together with, or in consultation with the BRLMs as may be mutually agreed upon in terms of any agreement in connection with the Offer."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, each of the directors of the Board, severally be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including, without limitation, the issue, transfer and allotment of the Equity Shares pursuant to the Offer, and may subject to the provisions of Applicable Laws, determine the terms of the Offer in consultation with the BRLMs, including with respect to the class of investors to whom the Equity Shares are to be allotted and/or transferred, the number of Equity Shares to be allotted and/or transferred, the Offer price, premium amount, Discount (as allowed under Applicable Laws), Reservations, appointment of the intermediaries, opening escrow accounts, finalizing the basis of allotment of the Equity Shares, to approve the incurring of expenditure and the payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer, to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt, and further, to negotiate, finalize and execute all documents, agreements, papers, instruments and writings including arrangements with the Selling Shareholders, the BRLMs, underwriters, escrow agents, legal advisors, etc., as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions of the Offer or the documentation in relation thereto as may be required; and any documents so executed and delivered or acts and things 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 prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be."

"RESOLVED FURTHER THAT Company Secretary and Compliance Officer or the Chief Financial Officer be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities and to file necessary forms with the RoC and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."



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“RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

**CERTIFIED TRUE COPY
FOR KANO HAR ELECTRICALS LIMITED**

Neha

(Neha)
Company Secretary and Compliance Officer
M.No A29167
Date: 19.01.2026
Place: Meerut



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

The following explanatory statement sets out all material facts relating to the Special Businesses mentioned in the accompanying notice:

Item no. 1: Approval of the Initial Public Offer

The Company intends to list its equity shares ("**Equity Shares**") on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing in such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of Equity Shares, and to create, issue, transfer, offer and/or allot such number of Equity Shares, including by way of a fresh issue of Equity Shares by the Company (the "**Fresh Issue**") and/or an offer for sale of Equity Shares by certain shareholders of the Company (the "**Selling Shareholders**", and such offer for sale, the "**Offer for Sale**" and together with the Fresh Issue, the "**Offer**") in the Offer, such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹3,000 million and the amount being raised in the Offer for Sale aggregates up to 1,45,90,000 Equity Shares. The Company intends to undertake the Offer and list the Equity Shares at an opportune time, in consultation with the book running lead managers and other advisors, subject to applicable regulatory approvals.

The Offer structure will be finalized at the absolute discretion of the Board. 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**"). In addition, the Company may undertake a private placement of certain specified securities to selected investors as permitted under applicable laws (the "**Pre-IPO Placement**"). Unless the context requires otherwise, the term, "**Offer**" includes the Fresh Issue, the Offer for Sale, the Reservation and the Pre-IPO Placement. The Company may further offer a discount on the price at which Equity Shares are offered pursuant to the Offer, to any category or categories of persons as permitted under applicable laws (the "**Discount**"). The Offer will be made to the various categories of permitted investors who may or may not be shareholder(s) of the Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"). The Equity Shares, if any, allotted in the Offer shall rank *pari passu* in all respects with the existing Equity Shares.

The proceeds from the Fresh Issue will be utilized for the purpose of funding the capital expenditure requirements, funding incremental working capital requirements and general corporate purposes of our Company.

Please note that in terms of the SEBI ICDR Regulations, the entire pre-Offer equity share capital of the Company (other than the Equity Shares offered under the Offer and the Equity Shares contributed towards minimum promoter contribution), shall be locked-in for a period of six months from the date of allotment pursuant to the Offer, subject to exceptions under the SEBI ICDR Regulations.

Further, in terms of the SEBI ICDR Regulations, Equity Shares held by the shareholders prior to the Offer and locked-in for a period of six months may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the applicable lock-in and the transferee being ineligible to transfer such Equity Shares until expiry of the lock-in period, and compliance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchanges

The Company will not make an offer of Equity Shares to the promoters in the Offer. However, the directors (other than the promoters and independent directors of the Company) or the key managerial personnel may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.



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Pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company is required for an initial public offering.

The Board recommends the resolutions set out in item no. 1 of the Notice for your approval.

None of the directors or managers or key managerial personnel of the Company or their respective relatives are interested in these resolutions.

By order of the Board
For Kanohar Electricals Limited



Neha
Company Secretary and Compliance Officer
M.No A29167

Place: Meerut
Date: 17/01/2026

