

NORSPIN

INTERNATIONAL LIMITED

FABRIC MANUFACTURING & EXPORT / IMPORT
ISO CERTIFIED 9001:2015

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF NORSPIN INTERNATIONAL LIMITED HELD ON TUESDAY, 25TH NOVEMBER 2025 AT 11:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO 807 TO 811 (EIGHT FLOOR), ILD TRADE CENTRE, SECTOR 47- GURUGRAM-HARYANA-122018,

"Constitution of IPO Committee for Proposed SME IPO"

The Chairman informed the Board that the Company is in the process of initiating activities related to its proposed SME Initial Public Offering (IPO). In order to streamline and supervise the IPO-related activities, it is necessary to constitute a dedicated committee with defined powers to execute, approve, sign, and monitor the entire IPO process in coordination with Merchant Bankers and other intermediaries.

After discussions, the Board passed the following Resolution:

RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, and subject to applicable SEBI, Stock Exchange, and other regulatory requirements, an IPO Committee of the Board be and is hereby constituted to undertake, supervise, monitor, implement, and execute all matters connected with and incidental to the proposed SME Initial Public Offering ("IPO") of the Company.

RESOLVED FURTHER THAT the following Directors/Officers be and are hereby appointed as members of the IPO Committee:

Sr. No	Name of the Director	Designation in Committee	Nature of Directorship
1	Mr. MANOJ SAINI	Managing Director	Chairman
2	Mr. MANOJ	Executive Director	Member
3	Ms. BHAGWATI JOSHI	NON-Executive Director	Member
4	Mr. AMIT KUMAR	Company Secretary	Member

RESOLVED FURTHER THAT the IPO Committee shall have full authority, on behalf of the Board, to:

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Scope and terms of reference: The IPO Committee exercises powers in relation to the matters listed below:

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To take all steps and to do all acts, deeds, matters and things and to sign all documents, agreements, contracts, deeds, documents, declarations, affidavits, undertakings, appointment letters, applications, forms and papers, amongst others, and also to take decisions and issue clarifications on all issues and matters in connection with the Issue including but not limited to the following:

1. Positioning of the initial public offering including appointing all intermediaries for the Issue including Lead Managers, Legal Advisor, Registrar to the Issue, Bankers to the Issue, Underwriters, Market Makers, Printers, Advertising Agency among others, and approval of expenses related thereto;
2. Finalizing the time-lines for the Issue in consultation with the Book Running Lead Manager and other concerned intermediaries;
3. Ensuring and finalizing all disclosures to be made in the Draft Red Herring Prospectus, and the Prospectus to be filed with SEBI and the RoC as per the requirements of the SEBI ICDR Regulations, 2018, Companies Act and other applicable laws;
4. Deciding the capital structure of the Company including the size of the Issue, in consultation with the Lead Manager, among others;
5. Deciding the objects of the Issue, the use of the Issue proceeds and the deployment of funds raised in the Issue and changes therein, if any, among others;
6. Deciding the Issue Price and other terms of the Issue in consultation with the Lead Manager;
7. Finalizing and approving the Issue expenses in consultation with the Lead Manager;
8. Filing of applications to the stock exchanges for obtaining "in-principle approval" and listing of the shares, among others and ensuring compliance with the Listing Agreement including constituting the various committees under clause 52 of the SME Listing Agreement with the Stock Exchanges; and

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Taking decisions on and resolving all such questions, difficulties on all matters in relation to the proposed Issue and offer for sale, issuing explanations and clarifications to SEBI, the RBI, the stock exchange, the RoC, and all other regulatory authorities and government offices, among others, in connection with any matter relating to disclosures in the Draft Red Herring Prospectus and the Prospectus, or any other matter, issue and grievance related to or incidental with the issue or listing of the shares of the Company, among others.

RESOLVED FURTHER THAT any one Director or the Company Secretary be and is hereby authorized to inform authorities and take necessary steps to give effect to this resolution.

RESOLVED FURTHER THAT the IPO Committee shall remain in force until completion of the IPO process or until dissolved/reconstituted by the Board.

For and On Behalf of

Norspin International Limited

NORSPIN INTERNATIONAL LIMITED

Manoj Saini
Managing Director (DIN: 08110165)
(Chairman)

NORSPIN INTERNATIONAL LIMITED

Manoj (DIN: 07267810)
Director & CFO

CS AMIT KUMAR

(Company Secretary)

