Swyom
Advisors Limited
Your Growth Catalyst

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF SWYOM ADVISORS LIMITED HELD ON TUESSDAY, 25TH DAY OF AUGUST 2026, AT 04:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT UNIT NO 1112, 11TH FLOOR, B WING, KANAKIA WALL STREET, ANDHERI KURLA ROAD, CHAKALA MIDC, MUMBAI, MAHARASHTRA, INDIA, 400093.

ITEM 01: TO APPROVE INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY: Special Resolution

"**RESOLVED THAT** pursuant to Section 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 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 shareholders of the Company be and is hereby accorded to issue, offer and allot equity shares of face value of Rs. 10/- each ("Equity Shares"), and such other securities which may be convertible into or exchangeable for Equity Shares, 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"), upto **40,00,000 (Forty Lakh)** Equity Shares out of the authorised share capital of the Company ("Fresh Offer") and by way of an offer for sale of upto **10,00,000 (Ten Lakhs) Equity Shares by Mr. Radha Raman Agarwal and Mrs. Sweta Agarwal, Promoters of the Company**, subject to applicable laws and the SEBI ICDR Regulations, and 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, at par or at premium and for cash or consideration other than cash.

RESOLVED FURTHER THAT in addition to the Fresh Offer, consent of the Member of Company be and is hereby granted, to the inclusion of an offer for sale component as part of the Initial Public Offering, which will entail an offer for sale, by our Promoters **upto 40,00,000 (Forty Lakh) Equity Shares** out of the authorised share capital of the Company (**"Fresh Offer"**) and by way of an offer for sale of **upto 10,00,000 (Ten Lakhs) Equity Shares by Mr. Radha Raman Agarwal and Mrs. Sweta Agarwal**, Equity shares which are eligible for offer for sale (the **"Offer for Sale"** and such shareholders, the **"Selling Shareholders/Promoter**

Swyom
Advisors Limited
Your Growth Catalyst

Selling Shareholders", the offer for sale together with the Fresh Offer, the "**Offer**" or the "**IPO**") as the Board may accept and which are eligible in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLM, subject to the consent of the Stock Exchanges, and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, 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 Regulations, for cash at such premium per equity share as may be fixed and determined by the Company and the Promoter Selling Shareholders in consultation with the BRLM and Promoter Selling Shareholders (to the extent applicable), to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLM and/or underwriters and/or other advisors or such persons appointed for the Offer.

RESOLVED FURTHER THAT such of these equity shares may also be issued on Pre-IPO Placement (as defined under SEBI ICDR Regulations) or to any category(ies) of persons as may be permissible in accordance with the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines in such manner, if any, and on such terms as the Board and/or its Committee in its absolute discretion may think most beneficial to the Company including without limitation, to negotiate, finalize and execute any document or agreement and any amendments or supplements thereto and generally do all such acts, deeds, matters and things in relation to all matters incidental to 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 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.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and execute the Offer Document(s), Form of Application, appointment of the Book Running Lead Manager/Lead Manager(s), Registrar to the Issue/Offer, Underwriters, Market Marker(s), Nominated Investors and other 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/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 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 Act and all other applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorised at its option to make an allotment of not more than 10% of the net issue/offer to public for the purpose of making allotment in minimum lots, in case of oversubscription.

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 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(s) 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 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;

Swyom
Advisors Limited
Your Growth Catalyst

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.

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 one or more Stock Exchange(s) in India, 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 be and is hereby authorized to take decisions with regard to the 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 members 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 TO BE TRUE//
FOR, SWYOM ADVISORS LIMITED

Aditi Kedia

ADITI KEDIA
DIRECTOR
DIN: 09807220
Date: 25/08/2026
Place: Mumbai

Swyom
Advisors Limited
Your Growth Catalyst

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

ITEM 01: TO APPROVE INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY: Special Resolution

The Company proposes to create, offer, issue and allot fresh equity shares of the Company of face value of ₹ 10/- each of the Company (the "Equity Shares") upto **40,00,000 (Forty Lakh)** Equity Shares out of the authorised share capital of the Company ("Fresh Offer") and by way of an offer for sale of upto **10,00,000 (Ten Lakhs) Equity Shares by Mr. Radha Raman Agarwal and Mrs. Sweta Agarwal, Promoters of the Company**, subject to applicable laws and the SEBI ICDR Regulations, on such terms, in such manner, at such time and at such price or prices and as may be discovered 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 stock exchange.

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 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 ("BRLMs") 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 may be appointed for the issue. 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 August 10, 2026 approved the Offer, subject to the approval of the members of the Company. With respect to the Offer, the Company will be required to file a draft red herring prospectus (the "DRHP") or Draft Prospectus with the Stock Exchanges, and subsequently file a red herring prospectus (the "RHP") or Prospectus with the Registrar of Companies ("RoC") and thereafter with SEBI, and the Stock Exchanges in respect of the Offer (the "Prospectus", and together with the DRHP and the RHP, 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.

Swyom
Advisors Limited
Your Growth Catalyst

Material information pertaining to the Offer is as follows: (i) Offer Price: The price at which the Equity Shares will be allotted through the Offer 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 Offer: The proceeds of the 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 Offer: 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 Offer. The Equity Shares are proposed to be listed on **SME platform of the nation-wide stock exchange**, and the Company will be required to enter into listing agreements with the respective Stock Exchange.

The Board recommends the resolution for the approval of the members by way of Special Resolution.

None of the directors, key managerial personnel or relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed in the resolution, except to the extent of their shareholding in the Company.

FOR, SWYOM ADVISORS LIMITED

Aditi Kedia

ADITI KEDIA
DIRECTOR
DIN: 09807220
Date: 25/08/2026
Place: Mumbai