

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY AT THE EXTRAORDINARY GENERAL MEETING NO. 03/2023-2024 HELD ON THURSDAY, JULY 20, 2023 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. A1 & B1, 9TH FLOOR, ASHAR IT PARK ROAD NO. 16 Z, WAGLE INDUSTRIAL ESTATE, THANE WEST, THANE -400604

INITIAL PUBLIC OFFERING (IPO) OF KONTOR SPACE LIMITED

"RESOLVED THAT pursuant to the provisions of Sections 23, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof for the time being in force) ("**Companies Act, 2013**") and the rules made thereunder, the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed ("**Companies Act, 1956**"), the Securities Contracts (Regulation) Act, 1956, as amended ("**SCRA**"), and the rules framed thereunder, the Securities and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 ("**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 other applicable laws, rules regulations" policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India Securities and Exchange Board of India ("**SEBI**") or any other competent authority (collectively, the "**Regulatory Authorities**"), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities including the Department of Industrial Policy and Promotion, Government of India ("**DIPP**"), the SEBI, the Reserve Bank of India ("**RBI**"), the Foreign Investment Promotion Board ("**FIPB**"), the Registrar of Companies ("**ROC**") the relevant stock exchanges including SME Platform and such other approvals, permissions and sanctions, as may be necessary including any consent or approval under any contract or agreement and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, the consent of Members of the Company in the General Meeting be and is hereby accorded for an Initial Public Offering of Equity Shares and the Board be and is hereby authorized to create, issue, offer an Initial Public Offer through a fresh issue not exceeding Rs. 16,00,00,000 (Rupees Sixteen Crores only) at such price including premium as may be decided in any mode whether fixed or book building mechanism to such person or persons who may or may not be the Members of the Company, out of the Authorized Share Capital of the Company, and at its discretion, of such number of Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares as board may deem fit offer to the public may be issued and allotted and / or transferred, as the case may be, as may be required



kontor

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CIN No: U70109MH2018PLC304258

for the purposes of rounding off), to such person or persons, who may or may not be the Members of the Company and as the Board may, at its sole discretion, decide in consultation with the Lead Managers ("LM") so appointed, including Resident Investors, Eligible Indian and/or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, Qualified Institutional Buyers, Eligible Employees of the Company, Retail Investors, Bodies Corporate, any Other Company/Companies, Private or Public or Other Body Corporate(S) or Entities whether incorporated or not, and such other persons in one or more combinations thereof, and/ or any Other Categories of Investors ("Initial Public Offer"), which shall include, reservation of a certain number of Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), the price including the premium to be determined, in one or more tranches and in the manner, and on the terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LM, whether the price at which the Shares are to be issued, at par or at premium and whether for cash or other consideration, including discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the LM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the Stock Exchanges as may be decided by the Board from time to time.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, including the rules framed thereunder, relevant provisions of the Companies Act 2013 and subject to such further corporate and other approvals as may be required, the Board or the IPO & Capital Raising Committee be and is hereby in principle authorized, on behalf of the Company, to allot such number of equity shares as may be decided by it, to certain investors prior to the filing of the Prospectus / Prospectus with SEBI / Stock Exchange ("**Pre-IPO Placement**"), at such price as the Board may, in consultation with the BRIMs./ LM determine in light of the then prevailing market conditions in accordance with the Companies Act 2013 the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, and do all such other acts, deeds, matters and things as the Board may, from time to time, in its 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, 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 the consummation of the Pre-IPO Placement, the size of the IPO would be reduced to the extent of equity shares issued under the Pre-IPO Placement.



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RESOLVED FURTHER THAT the Board be and is hereby authorized to invite the existing shareholders of the Company to participate in the IPO by making an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, as the Board may determine.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the LM or Designated Stock Exchange or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares including the number of Shares that may be offered and proportion thereof, timing for issuance of such Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to Draft Prospectus, Prospectus and/or Offer Documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Regulatory Authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorized on behalf of the Company to seek Listing of any or all of such Shares on one or more Stock Exchanges in India including SME platform.

RESOLVED FURTHER THAT the certified copies of this resolution be provided to those concerned under the hands of a Director of a Company wherever required.



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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee or any one or more Executive Director or Company Secretary of the Company.

RESOLVED FURTHER THAT the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. Kanak Mangal and Ms. Neha Mittal, Directors of the Company, be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

A STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE ABOVE MENTIONED ITEM AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The Company proposed to create, offer, issue and allot Equity Shares of an aggregate amount of upto Rs.16,00,00,000 (Rupees Sixteen Crores only) at a price including premium as may be decided by way of fresh issuance of Equity Shares out of the Authorized Share Capital of the Company at such time and in such manner as may be discovered in accordance with the applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation, 2018 as amended ('SEBI ICDR Regulation')

The object of the issue is to achieve the benefit of listing of equity shares of the Company on the Exchange. The Listing of the Equity Shares will enhance the Company's brand name and provide liquidity to the existing shareholders.

The resources raised to the issue would facilitate the Company's long-term working capital requirements, need for capital expenditure, general corporate expenses and to meet any exigencies including pursuing new opportunities etc. The pricing of the securities shall be freely determined subject to such price not been less than the price calculated in accordance with SEBI ICDR Regulations. The Board and or the Committee may at its absolute discretion decide the price for the shares to be offered, issued and allotted in the said issues.

The Board of Directors of the Company believe that the issue of securities to investors who are/or not shareholders of the Company is in the interest of the Company and therefore recommends the resolution for your approval by way of Special Resolution.

As per section 102(1) of Companies Act, 2013, Directors of your Company are interested in this Resolution to the extent of their respective shareholdings.

None of the Manager, Key Managerial Personnel and Relatives of such Director, Manager and Key Managerial Personnel is interested in the above resolution.



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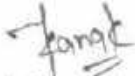
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The Special Business transacted at the meeting of the Company does not relate to or affects any other Company. So disclosure pursuant to section 102(2)(b) of Companies Act, 2013 is not applicable.

As required by section 102(3) of Companies Act, 2013 the related documents shall be available for inspection at the registered office of the Company during business hours.

//CERTIFIED TO BE TRUE//

For ~~KONTOR SPACE LIMITED~~
For ~~Kontor Space Limited~~



Kanak Mangal
Chairman & WTD
(DIN: 03582631)

Director



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