



# Austere Systems Limited

(Formerly known as Austere Systems Private Limited)

**EXTRACT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF AUSTERE SYSTEMS LIMITED (FORMERLY KNOWN AS AUSTERE SYSTEMS PRIVATE LIMITED) HELD ON THURSDAY, 21<sup>ST</sup> AUGUST 2025 AT 11:00 A.M. AT UNIT NO. 112,113,114 FIRST FLOOR, VIPUL PLAZA, SUNCITY SECTOR-54, GURGAON, HARYANA - 122002**

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## **TO APPROVE THE RED HERRING PROSPECTUS OF THE COMPANY**

It was noted that the Company, in response to the draft red herring prospectus dated September 26<sup>th</sup>, 2024, (the "DRHP") filed by the Company with the SME platform of BSE Limited ("BSE SME"), has received in-principal approval from BSE vide its letter dated May 23, 2025. The Chairman placed before the Board, the draft of the red herring prospectus of the Company to be filed with the ROC for their approval. The Board approved the same and passed the following resolution:

**"RESOLVED THAT** subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, and the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations"), the Securities Contracts (Regulation) Act, 1956, as amended the Securities Contracts (Regulations) Rules, 1957, as amended and any other regulations issued by the SEBI, the Red Herring Prospectus dated August 21, 2025 (the "RHP"), in respect of the initial public offer of up to 28,30,000 (Twenty Eight Lakh Thirty Thousand only) equity shares of face value of 10/- each (the "Issue"), at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company in consultation with the book running lead manager to the Issue ("BRLM"), within the price band to be decided by the Company in consultation with the BRLM, as placed before the Board and containing the requisite information as prescribed by applicable laws and regulations, be and is hereby taken on record and approved for filing with the ROC, the SEBI, the BSE SME and such other authorities or persons as may be required."

**"RESOLVED FURTHER THAT** the directors of the company be and are hereby severally authorized to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalize the RHP and to file the same with the ROC, SEBI, BSE SME, and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution."

Regd. Office: 3rd Floor, Plot no 34, A Square, Sector 26 Pradhikaran, Nigdi, Pune, Maharashtra- 411044, India

Corporate Office: Unit No:120, First Floor, Vipul Plaza, Suncity Sector-54, Gurugram, Haryana – 122002, India

GST NO. 06AANCA5362K1ZD, CIN: U74900PN2015PTC155381

Email Id: Hr@austere.co.in, Accounts@austere.co.in

Contact no: Pune +91 7720083881 / 7774008981, Gurgaon- 0124-4152526

[www.austeresystems.com](http://www.austeresystems.com)

**"RESOLVED FURTHER THAT** Mr. Shikhir Gupta, Chairman and Managing Director; Mr. Rahul Gajanan Teni, Director; Mr. Piyush Gupta, Director and CFO; and Ms. Shampa Juneja (Membership No.: A9945), Company Secretary and Compliance Officer, be and are hereby severally authorized to sign the RHP for and on behalf of the Company."

**"RESOLVED FURTHER THAT** Mr. Shikhir Gupta, Chairman and Managing Director, be and is hereby authorized to execute all such deeds, documents, agreements, forms, instruments, and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisor and the BRLM appointed in this respect."

**RESOLVED FURTHER THAT** all monies received out of the Issue (as defined in the Red Herring Prospectus) shall be transferred to a separate bank account maintained with the scheduled bank as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** a copy of the above resolution, certified by any director or the company secretary of the Company, be forwarded to the concerned authorities for necessary action."

**//Certified True Copy//**

For and on behalf of the Board of Directors

**AUSTERE SYSTEMS LIMITED**

(Formerly known as 'Austere Systems Private Limited)

**For Austere Systems Limited**

**Shikhir Gupta**

Director

DIN: 08071850

C-58, Sun City Sector 54, Golf Course Road, Ghata,  
Gurgaon, Haryana-122003

  
Director

**For Austere Systems Limited**

**Piyush Gupta**

Director

DIN: 08071837

99-E Kamla Nagar, Malka Ganj,  
Delhi-110007

  
Director