
CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS (BM01/FY22-23) OF SYRMA SGS TECHNOLOGY LIMITED HELD ON TUESDAY, MAY 03, 2022 AND CERTIFIED TRUE UNDER SECTION 21 OF COMPANIES ACT, 2013

Preferential offer on a private placement basis

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 179 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable laws, rules and regulations (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), the enabling provisions in the Memorandum of Association and the Articles of Association of the Company; and subject to the consent of members of the Company by way of a special resolution and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the board of directors of the Company (hereinafter referred to as the **"Board"**) to exercise its powers including the powers conferred by this resolution, the consent of the Board be and is hereby accorded to create, issue, offer and allot **3,793,103** (Thirty Seven Lakh Ninety Three Thousand One Hundred and Three Only) equity shares (hereinafter referred to as the **"Subscription Shares"**) having a face value of Rs. 10/- (Rupees Ten) each, at a premium of Rs. **280/-** (Rupees Two Hundred and Eighty Only), for an aggregate consideration of **Rs. 1,099,999,870** (Rupees One Hundred and Nine Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred and Seventy Only) by way of preferential offer on a private placement basis, to the persons mentioned herein below (collectively referred to as the **"Proposed Allottees"**):

Proposed Allottees	Number of Equity Shares
Malabar Select Fund	1,724,137.00
Malabar Midcap Fund	344,828.00
IIFL Special Opportunities Fund – Series 9	1,310,345.00
IIFL Special Opportunities Fund – Series 10	413,793.00
Total	3,793,103.00

RESOLVED FURTHER THAT subject to the approval of the members of the Company by way of a special resolution at a general meeting, draft Private Placement Offer Cum Application Letter (hereinafter referred to as the **"PPOAL"**) in Form PAS-4 circulated to the Board along with the agenda, as per the draft placed before this meeting and initiated by the Chairman for identification, be and is hereby approved and the same be issued to the aforementioned Proposed Allottees inviting them to subscribe to the Subscription Shares of the Company and that the name of the Proposed Allottees be entered on record prior to issuance of such invitation to subscribe.

RESOLVED FURTHER THAT the 'Relevant Date' with reference to which the price has been arrived at is **March 31, 2022**;

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for the application of the Subscription Shares pursuant to the private placement offer letter shall be kept by the Company in a separate bank account or such designated Bank account which may already opened by the Company for very purpose.

RESOLVED FURTHER THAT the Subscription Shares to be offered, issued and allotted by the Company on a preferential allotment basis to the Proposed Allottees shall rank *pari passu* with the existing equity shares of the Company in all respects, including dividend, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT any director of the Company, Company Secretary, any Key Managerial Personnel of the Company or Mr. Narendra Nagori – Authorised Signatory, be and are hereby severally authorized to do all such acts and deeds in connection with the preferential offer and issue of Equity Shares including but not limited to:


- (i) decide the issue opening date and issue closing date and extend, vary or alter the same as they may deem fit in their absolute discretion;
- (ii) finalise, sign and issue the PPOAL;
- (iii) finalise, sign and submit the requisite documents with the depositories / registrar and transfer agents or any other intermediary;
- (iv) sign all such deeds, documents, applications, undertakings, disclosures, writings, papers, allotment advice, etc. as may be necessary in relation to the issue and allotment of the Equity Shares;
- (v) take all actions and generally do such acts, deeds and things as may be considered necessary for the purpose of giving effect to this resolution; an
- (vi) nominate / appoint / authorize from time to time, executive(s) of the Company and/or any other person(s) as authorized representative(s) of the Company for all or any of the matters specified above.

RESOLVED FURTHER THAT any director of the Company or Company Secretary or any Key Managerial Personnel of the Company or Mr. Narendra Nagori – Authorised Signatory be and are hereby authorised to allot the Equity Shares, execute corporate actions for crediting the Equity Shares to the demat account of the allottee and make necessary entries in the Register of Members in respect of the allotment so made;

RESOLVED FURTHER THAT any director of the Company and / or such other persons as the Board may appoint in this regard including the company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, filings, matters and things and to sign and submit necessary documents, deeds, instruments, letters including the return of allotment in Form PAS-3 with the Registrar of Companies for and on behalf of the Company, to appear and/or make necessary applications, statutory filings & returns in connection to the aforementioned resolutions with various regulatory authorities, wherever applicable, including without limitation the Registrar of Companies, banks, and such other competent authorities as the directors may, in their absolute discretion, deem it necessary or desirable.

RESOLVED FURTHER THAT any director of the Company and / or such persons as the Board may appoint in this regard be and is hereby authorized to sign, submit and issue a certified copy of this resolution to all concerned parties.”

For **SYRMA SGS TECHNOLOGY LIMITED**



RAHUL SINNARKAR
COMPANY SECRETARY
M. NO. A39709

Date: May 03, 2022
Place: Mumbai