

COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS (BM04/FY22-23) OF SYRMA SGS TECHNOLOGY LIMITED HELD ON THURSDAY, AUGUST 04, 2022, AND CERTIFIED TRUE UNDER SECTION 21 OF COMPANIES ACT, 2013**Approval of the Red Herring Prospectus of the Company to be filed with the RoC for their approval**

“RESOLVED THAT in furtherance of the resolution of the Board dated December 13, 2021 approving filing of the updated DRHP, the in-principle approval received from BSE Limited dated January 14, 2022 and National Stock Exchange of India Limited dated January 20, 2022, 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 of the Company August 04, 2022 (“RHP”) in respect of the initial public offer of equity shares of face value of ₹ 10 each (“Equity Shares”) of the Company comprising a fresh issue of up to [●] Equity Shares aggregating up to Rs. 7,660.00 million and an offer for sale of up to 3,369,360 Equity Shares aggregating up to ₹ [●] million by Veena Kumari Tandon (the “Offer”) at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations, as amended and as agreed to by the Company in consultation with the Book Running Lead Managers to the Offer, within the price band to be decided by the Company in consultation with the Book Running Lead Managers to the Offer, as placed before the Board and containing the requisite information as prescribed by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and prescribed in the letter dated January 16, 2022, the email dated February 25, 2022, and the letter bearing reference number SEBI/HO/CFD/DIL2/P/OW/2022/18519/1 dated April 30, 2022 from the Securities and Exchange Board of India (“SEBI”), the Companies Act, 2013 read with the rules made thereunder, each as amended, or any statutory modification(s) or re-enactment(s) thereof and other applicable laws and regulations, be and is hereby approved for filing with the RoC, SEBI, BSE Limited and the National Stock Exchange of India Limited and such other authorities or persons as may be required, and is taken on record.

RESOLVED FURTHER THAT the preliminary international wrap dated August 04, 2022 of the Company which is placed before the Board in respect of the Offer (“Preliminary International Wrap”), be and is hereby approved.

RESOLVED FURTHER THAT the IPO Committee, as constituted, be and is hereby authorised to make any further or subsequent alterations, additions, omissions, variations, deletions, amendments or corrections to the RHP and/or to the Preliminary International Wrap, if any, and to finalise the RHP and the Preliminary International Wrap, and to submit the RHP with the RoC and thereafter submit the same with SEBI, BSE Limited and the National Stock Exchange of India Limited and such other authorities or persons as may be required, as it, in its sole and absolute discretion deems fit, and the making of such alterations, additions, omissions, variations, deletions, amendments or corrections will be deemed to have been approved by the Board of Directors.

RESOLVED FURTHER THAT each of the Directors and the Chief Financial Officer of the Company be and are hereby authorized to sign the RHP for and on behalf of the Company and to file the same with the regulatory authorities, as may be required under applicable laws.

RESOLVED FURTHER THAT any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the RHP that may be filed with the RoC, SEBI, the stock exchanges or any other regulatory authority, be and is hereby approved in accordance with applicable law.



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RESOLVED FURTHER THAT IPO Committee be and are hereby severally 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 foregoing resolution, 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 advisors and the Book Running Lead Managers appointed in this respect.

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

For **SYRMA SGS TECHNOLOGY LIMITED**




RAHUL SINNARKAR
COMPANY SECRETARY
M. NO. A39709

Date: August 04, 2022
Place: Mumbai