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**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SYRMA SGS TECHNOLOGY LIMITED IN THEIR EXTRA ORDINARY GENERAL MEETING (EGM01/FY22-23) HELD ON TUESDAY, MAY 03, 2022 AND CERTIFIED TRUE UNDER SECTION 21 OF COMPANIES ACT, 2013**

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**Issuance of 37,93,103 Equity shares by way of preferential offer on a private placement basis**

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 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 such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the members of the Company to exercise its powers including the powers conferred by this resolution, the consent of the members of the Company be and is hereby accorded to issue **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"**):

<b>Proposed Allottees</b>	<b>Number of Equity Shares</b>
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
<b>Total</b>	<b>3,793,103.00</b>

**RESOLVED FURTHER THAT** a private placement offer letter as set out in Form PAS-4 to the Companies (Prospectus and Allotment of Securities) Rules, 2014 together with an application form 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 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 other bank account as may be designated for the very purpose.

**RESOLVED FURTHER THAT** the Subscription Shares to be offered, issued and allotted by the Company to the Proposed Allottees on a preferential allotment basis 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** for the purpose of giving effect to the aforementioned resolutions, any director of the Company and / or such other persons as the board of directors of the Company (hereinafter referred to as the **"Board"**) may appoint in this regard including the company secretary of the Company be and is / are hereby severally authorized to negotiate, finalize, sign and amend any documents in this regard and complete all compliances and requirements including without limitation, finalizing, executing and issuing the private placement offer letter to the Proposed Allottees in the format set out in Form PAS-4 under the Companies (Prospectus and Allotment of Securities) Rules, 2014, a record of private placement offer in Form PAS-5 or any other documents or forms as may be required from time to time, in compliance with the provisions of the Companies Act, 2013 and to do all acts, matters, deeds and things and to take all such steps and do all such things and give all such directions as may be necessary, proper, desirable or expedient to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** any director of the Company or Company Secretary or any Key Managerial Person 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**

Date: May 03, 2022  
Place: Mumbai

  
**RAHUL SINNARKAR**  
**COMPANY SECRETARY**  
M. NO. A39709