



Shree Rama Multi-Tech Limited

An ISO 9001 : 2015 Certified Company



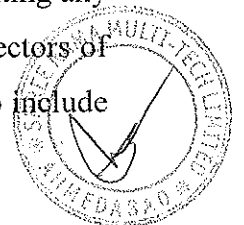
REGD OFFICE: 301, CORPORATE HOUSE, OPP. TORRENT HOUSE, INCOME TAX, AHMEDABAD-380009.
TELE : (079) 27546800, 27546900 **EMAIL :** cslegal@srmtl.com **WEBSITE :** www.srmtl.com **CIN NO :** L25200GJ1993PLC020880

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS HELD ON 8TH FEBRUARY, 2023

To consider and approve the proposal of raising of funds through issue of equity shares on rights basis (“Rights Issue”)

“**RESOLVED THAT** in suppression of the resolution passed by the Board at its meeting held on November 12, 2020 and May 21, 2022 and pursuant to the provisions of Sections 23(1)(c), 62(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and rules made there under (including any amendments thereto or re-enactment thereof for the time being in force), the provisions in the Memorandum and Articles of Association of the Company and other applicable regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and such other applicable guidelines/ rules/ regulations/ circulars issued by the Securities and Exchange Board of India from time to time, the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”), the applicable rules, regulations, notifications and circulars, if any, issued by the Reserve Bank of India (“**RBI**”), Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by appropriate authorities, the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”), Equity Listing Agreement (“**Listing Agreement**”) as entered into by the Company with the Stock Exchange where the Company’s Equity Shares of face value of ₹10 each (the “**Equity Shares**”) are listed i.e. BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (together as “**Stock Exchanges**”) and other concerned and appropriate authorities, and other applicable laws, if any, and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other appropriate authority(ies), Bank(s), Institution(s) or Body(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction as are accepted by the Board of Directors of the Company, (hereinafter referred to as the “**Board**”, which term shall be deemed to include

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any duly constituted Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), , the consent of the Board of Directors of the Company be and is accorded to the Company to create, offer, issue and allot Equity Shares up to an amount not exceeding Rs. 8,000.00 lakhs on a Rights basis to the existing Equity Shareholders of the Company in proportion to their holdings on a record date as may be decided by the Board (“**Rights Issue**”) at such issue price and on such terms and conditions as may be decided by the Board and as may be mentioned in the offer documents to be issued in connection with the Rights Issue

“**RESOLVED FURTHER THAT** the Equity Shares issued and allotted pursuant to the offer, shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari-pasu in all respects including entitlement to dividend with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT the offer of equity shares on a rights basis shall include a right to each eligible equity shareholder to renounce its rights entitlement in favor of any other person(s), provided such renunciation is made within the applicable timelines, in accordance with the terms of the Rights Issue and subject to the provisions of applicable law;

RESOLVED FURTHER THAT such of the Equity Shares issued as are not subscribed in the Issue may be disposed off by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion may deem most beneficial to the Company including offering or placing such Equity Shares with banks / financial institutions / investment institutions / mutual funds / foreign institutional investors / bodies corporate or such other persons including the Directors, promoters/promoter group of the Company or their relatives/associates, as the Board/ Committee may in its absolute discretion deem fit.”

“**RESOLVED FURTHER THAT** pursuant to provisions of Regulation 69(8) of the SEBI ICDR Regulations, Mr. Sandip Mistry of the Company be and is hereby designated as



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Compliance Officer to ensure Compliance with securities laws and to redress investor grievances in connection with the proposed Rights Issue.”

For, Shree Rama Multi-Tech Limited


Sandip Mistry
Company Secretary



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