

SURAJ INDUSTRIES LTD

Corporate Office : F32/3, Second Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE (02/2023) MEETING OF THE BOARD OF DIRECTORS OF M/S SURAJ INDUSTRIES LTD HELD ON FRIDAY, THE 10TH DAY OF FEBRUARY, 2023 AT 05:00 P.M. AT F-32/3, SECOND FLOOR, OKHLA INDUSTRIAL AREA, PHASE II, NEW DELHI-110020

TO CONSIDER AND APPROVE THE FUND RAISING OPTION BY WAY OF RIGHTS ISSUE OF SPECIFIED SECURITIES.

“RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Companies Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999, and the rules made thereunder, as amended (“FEMA”), and subject to other approvals, permissions and sanctions of the lenders of the Company, Securities and Exchange Board of India (hereinafter referred to as “SEBI”), the stock exchange where the equity shares of the Company are listed (hereinafter referred to as “Stock Exchange”), the Reserve Bank of India, the Ministry of Corporate Affairs, the Government of India and any other concerned statutory or regulatory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the consent of the Board of Directors of the Company (the “Board”, which term shall include ‘Rights Issue Committee’ constituted by the Board to exercise its power conferred thereto), be and is hereby accorded to offer, issue and allot such number of specified securities (including equity shares of the Company) of face value of Rs. 10/- each at an issue price of Rs. 65/- per equity share on Rights basis by way of a Rights Issue (“Rights Shares”) to the shareholders holding equity shares of face value of Rs. 10/- each as on the record date to be decided by the Board in consultation with the designated stock exchange, in the ratio as may be determined by the Board/ Rights Issue Committee duly authorized, for an aggregate amount not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crore Only) (the “Issue”) on such terms and conditions as may be mentioned in the Letter of Offer, Abridged Letter of Offer, and/or Application Forms to be issued by the Company in respect of the Issue to be issued by the Company in respect of the Issue including granting of the right to the eligible equity shareholders to whom the offer is made to renounce their respective rights entitlement, in favour of any other person(s) and an option to apply for additional Rights Shares, where eligible equity shareholders have not renounced their rights entitlement, provided however, the actual number of specified securities to be offered, issued and allotted by the Company under the Issue will be based on the share capital of the Company as on the record date;

RESOLVED FURTHER THAT the proceeds of the Issue will be utilized in accordance with the applicable law for (i) fund infusion in Carya Chemicals & Fertilizers Private Limited ('Carya') and/or to repay any loan taken for the purposes of making investment in Carya; and (ii) general corporate purposes;

RESOLVED FURTHER THAT treatment of fractional entitlements for the Rights Shares and the rights entitlements shall be in the manner as disclosed in the Letter of Offer issued by the Company;

RESOLVED FURTHER THAT the Rights Shares proposed to be issued in the Issue (upon being fully paid-up) shall, rank *pari passu* in all respects, including entitlement to dividends, with the existing equity shares of the Company;

RESOLVED FURTHER THAT any Rights Shares that are offered pursuant to the Rights Issue but are not subscribed to, may be disposed of by the Board to such person(s) and in such manner and on such terms as the Board in its absolute discretion may deem fit and not disadvantageous to the shareholders and to the Company, including offering or placing such Rights Shares with Promoters and/or Promoter Group/banks/ financial institutions/ investment institutions/ mutual funds/ foreign institutional investors/ bodies corporate/ underwriters or such other person(s) as the Board may, subject to applicable law, in its absolute discretion deem fit and decide;

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, a "Rights Issue Committee" of the Board of Directors of the Company comprising Mr. Suraj Prakash Gupta, (DIN:00243846), Mr. Sanjay Kumar Jain, (DIN: 01014176), Mr. Syed Azizur Rahman (DIN: 00242790), directors of the Company and Ms. Snehlata Sharma, Company Secretary to the Committee, be and is hereby constituted. The presence of any two directors shall form quorum of the meeting(s) of the said Committee, and be and is hereby authorized to do the following:

- (i) to appoint and enter into arrangements with legal advisors/counsels, registrars, bankers, advertising agency(ies) and all other intermediaries and advisors necessary for the Issue and to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., in connection therewith;
- (ii) to designate the stock exchange as the designated stock exchange for the Issue;
- (iii) to decide the actual number of equity shares and other specified securities including ratio thereof to be offered, issued and allotment pursuant to the Issue based on the equity share capital of the Company outstanding as on the record date;
- (iv) to prepare, finalise and approve the Letter of Offer, Application Form, Abridged Letter of Offer, Entitlement Letter and other documents, information, disclosures, confirmations, statements, reports, certificates, undertakings, declarations, disclaimers, letters, notices, publications, etc. as may be required to be included / mentioned, in compliance with all applicable provisions of Companies Act, SEBI ICDR Regulations, in the Letter of Offer, Application Form, Abridged Letter of Offer, any related corrigenda or addenda and such other documents in connection therewith to be filed with SEBI, stock exchange where the existing equity shares of the Company are listed or any other authorities;

- (v) to settle all questions, difficulties or doubts that may arise in regard to the Issue or allotment of the Rights Shares as it may, in its absolute discretion deem fit;
- (vi) to negotiate, finalise, settle and execute requisite agreements the registrar, banker(s), advertising agency, monitoring agency and all other necessary documents, deeds, agreements and instruments in relation to the Issue, including but not limited to any amendments/ modifications thereto;
- (vii) to take necessary actions and steps for obtaining relevant approvals as may be required from such authorities as may be necessary in relation to the Issue;
- (viii) to decide and finalise including making requisite amendments/modifications in the terms of the Issue including the total number of Rights Shares, payment to be made on application, and other terms and conditions of the Issue, and suitably vary the terms and conditions of the Issue, in relation to the Issue;
- (vii) to fix the record date for the purpose of the Issue for ascertaining the names of the eligible equity shareholders, who will be entitled to receive the rights entitlement in the Issue;
- (ix) to revise, amend, approve and modify rights entitlement in terms of number of the Rights Shares which each eligible equity shareholder will be entitled to in proportion to the Rights Shares held by the eligible equity shareholder on the record date;
- (x) to decide on the marketing strategy of the Issue and the costs involved;
- (xi) to negotiate, authorize, approve and pay commission, fees, remuneration, expenses and / or any other charges to the applicable agencies / persons and to give them such directions or instructions as it may deem fit from time to time;
- (xii) to open requisite bank accounts with any scheduled commercial bank/ nationalised bank /private bank / foreign bank, in accordance with the applicable law, for the purpose of the Issue in such name and style as may be decided and to receive Issue proceeds and to make refunds;
- (xiii) to open requisite demat accounts with any depository participant registered with SEBI, for the purpose of the Issue in such name and style as may be decided, to credit and hold rights entitlements of those shareholders whose demat accounts are frozen or whose demat accounts' details are not available, and shares held in unclaimed suspense account or in the account of IEPF Authority in the manner prescribed as per applicable law;

- (xiv) to decide the date of opening and closing of the Issue, and to extend, vary or alter the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, the Stock Exchange or other authorities from time to time;
- (xv) to issue and allot Rights Shares in consultation with the registrar, the designated stock exchange, including the basis of allotment, where existing equity shares are listed and to do all necessary acts, corporate actions, ISIN creation, execution of documents, undertakings, etc. including with National Securities Depository Limited and Central Depository Services (India) Limited in connection with admission/trading of the rights entitlement and Rights Equity Shares issued in the Issue;
- (xvi) to decide, in accordance with applicable laws and Regulations, the proportion in which the allotment of additional Rights Equity Shares shall be made in the Issue;
- (xvii) to decide and approve materiality thresholds and/or adopt a materiality policy with regard to outstanding litigation involving the Company and/or its subsidiaries to be disclosed in the Letter of Offer to be filed by the Company with the Stock Exchange and SEBI in connection with the Issue and any other document in relation to the Issue, including the Abridged Letter of Offer that may be issued by the Company;
- (xviii) to decide the process to be followed for offering rights entitlement in relation to the shareholders of the Company holding shares in physical form in accordance with applicable law;
- (xix) subject to applicable law and any contractual arrangements to which the Company may be a party, to dispose of the unsubscribed portion of the Rights Equity Shares after allotment in the Issue, if any, in such manner as it may think most beneficial to the Company and to decide the mode and manner of allotment of such Rights Equity Shares;
- (xx) to approve and issue in such newspapers as it may deem fit and proper, all notices, including any advertisement(s)/supplement(s)/corrigendum(s) required to be issued in terms of the provisions of the Companies Act, SEBI ICDR Regulations or other applicable SEBI guidelines and regulations or in compliance with any direction from ROC, SEBI and/or such other applicable statutory/regulatory/governmental authorities and to decide on other terms and conditions of the Issue;
- (xxi) approve the issuance of the allotment advice, allotment intimation, making of applications for in-principle as well as final listing and trading approvals in relation to the Rights Equity Shares and rights entitlement, deposit of security amount with designated stock exchange as per the prevailing rules/regulations, engagement letters, memoranda of understanding and any other agreements or documents, etc., including amending, varying or modifying the same, as may be necessary or expedient;
- (xxii) to file necessary returns, including filing the return of allotment with the ROC and requisite forms and returns with SEBI, Stock Exchange, RBI, make declarations

/announcements, furnish information etc., to the concerned authorities in connection with the Issue;

- (xxiii) to authorize, appoint and substitute one or more employees, agents, consultants and/or appropriate persons for all or any of the acts, deeds and powers as mentioned herein;
- (xxiv) to take all such actions and give all such directions as may be necessary or desirable and also to settle any question, difficulty or doubt that may arise in connection with the Issue including the issuance and allotment of Rights Shares as aforesaid and to do all such acts and deeds in connection therewith and incidental thereto, as the Committee may in its absolute discretion deem fit.

RESOLVED FURTHER THAT Mr. Suraj Prakash Gupta, (DIN: 00243846), Mr. Sanjay Kumar Jain, (DIN: 01014176), Mr. Syed Azizur Rahman (DIN: 00242790), Directors of the Company and Ms. Snehlata Sharma, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to sign all agreements and other necessary documents, letters, applications, deeds and instruments whatsoever, including settling of any matter in relation to the Issue and incidental thereto including but not limited to finalizing Letter of Offer, appointing intermediaries, making application to stock exchange for in-principle approval, making applications to depositories for ISIN creation and to do all such acts, deeds, matters and things which they may in their discretion deem necessary or desirable for the purposes of giving effect to this resolution;

RESOLVED FURTHER THAT the Rights Shares to be allotted pursuant to the Issue be listed on BSE Limited and that Ms. Snehlata Sharma, Company Secretary and Compliance Officer and Mr. Suraj Prakash Gupta, Managing Director, be and are hereby severally authorized to sign necessary application forms and other documents/ papers and take such action as may be required in this connection;

RESOLVED FURTHER THAT Ms. Snehlata Sharma, Company Secretary and Compliance Officer, be and is hereby appointed as the Compliance Officer for the purpose of the Issue and shall be responsible for monitoring compliance of securities laws and redressal of investor grievances."

Certified True Copy

For Suraj Industries Ltd.

Snehlata Sharma
Company Secretary



Date: July 04, 2024

Place: New Delhi