



PLADA

INFOTECH SERVICES LIMITED.

Delivering Customer Promises

(FORMERLY PLADA INFOTECH SERVICES PRIVATE LIMITED)

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE PLADA INFOTECH SERVICES LIMITED ("COMPANY") AT THEIR MEETING NO.03/2023-24 HELD ON FRIDAY, 12th DAY OF MAY, 2023 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SANTOSH A. MISHRA COMPOUND, MOGRAPADA, MOGRA VILLAGE, OFF. OLD NAGARDAS ROAD, ANDHERI (E) MUMBAI - 400069 MAHARASHTRA.

CONSIDERATION AND APPROVAL OF THE PROPOSAL TO UNDERTAKE AN INITIAL PUBLIC ISSUE OF THE COMPANY BY WAY OF FRESH ISSUE OF EQUITY SHARES:

"RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) and 179(3) and all other applicable provisions, if any, of the Companies Act, 2013, to the extent notified, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), and in accordance with and subject to the provisions of the Securities Contracts Regulation Act, 1956, and rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**SEBI LODR Regulations**"), and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by SEBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "applicable laws"), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company ("**Charter Documents**"), and the equity listing agreement to be entered into between the Company and the respective stock exchange where the equity shares are proposed to be listed (the "**Stock exchange**") and subject to any approvals from the Government of India ("**GoI**"), the relevant Registrar of Companies, Mumbai ("**RoC**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), the Department of Economic Affairs, Ministry of Finance, Government of India and all other appropriate statutory authorities and departments (the "**Regulatory Authorities**"), and such other approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, the consent and approval of the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), subject to the consent and approval of the shareholders be and is hereby accorded to create, issue, offer and allot in the issue (as defined below) 25,74,000 equity shares of face value of ₹10 each ("**Equity Shares**") for cash at a price of Rs. 48/- per Equity Share (including a share premium of Rs. 38/- per Equity Share) aggregating to Rs. 1,235.52 lakhs ("**The Offer**"), out of which 1,29,000 Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. 48/- per Equity Share aggregating up to Rs. 61.92 lakhs will be reserved for subscription by the market maker to the Offer (the "**Market Maker Reservation Portion**"),

Registered Office:

Santosh A. Mishra Compound, Mograpada, Mogra Village, Off. Old Nagardas Road, Andheri (E), Mumbai
- 400069, Tel No.: 22-4610 8581, E-mail: contact@pladainfotech.com

Website: www.pladainfotech.com ,

CIN: U72900MH2010PLC209364



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the offer less Market Maker Reservation Portion i.e., Offer of 24,45,000 Equity Shares of face value of Rs. 10 each, at an Offer price of Rs. 48/- per Equity Share for cash, aggregating to Rs. 1,173.60 lakhs is hereinafter referred to as the "**Net Offer**" (with an option to the Company to retain an oversubscription to the extent of 10% of the net issue, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange) in accordance with the SEBI Regulations, out of the authorized capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholders of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, nonresident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of initial public offering consisting of a fresh issue of Equity Shares (the "**Fresh Issue**"), and in one or more tranches in consultation with the Lead Manager and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the Lead Manager through an offer document, prospectus and/ or an offering memorandum, as required and that the Board in consultation with the Lead Manager may finalise all matters incidental thereto as it may in its absolute discretion thinks fit.

RESOLVED FURTHER THAT the Equity shares issued pursuant to the issue shall be listed at EMERGE Platform of National Stock Exchange of India Limited.

RESOLVED FURTHER THAT all the new Equity Shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu inter se in all respects with the then existing Equity Shares of the Company except as otherwise provided pursuant to the terms of the Issue in any of the Issue documents.

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RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue and allotment of the Equity Shares pursuant to the Offer, the Board and any other committee thereof, in consultation with Lead manager, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, offer price, premium amount, discount (as allowed under applicable laws) listing on Stock Exchange in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents and agreements and any amendments thereto, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the Offer and utilization of the proceeds from the Fresh issue, as it may deem fit, and as it may, from time to time, decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the Equity Shares, to vary the size of the Offer, appoint the LM, bankers to the Offer, Advisor(s), if any, and such intermediaries as may be required in the process and to finalize the issue expenses and to decide on the structure of the Issue and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit and to negotiate, finalize and execute all such agreements and arrangements as well as amendments, supplements, notices or corrigenda thereto in connection with the Offer with such intermediaries and to remunerate all such agencies in cash or otherwise, including by way of payment of commission, brokerage, fees, or reimbursement of expenses incurred in relation to the Offer, and to terminate any agreements or arrangements with such intermediaries, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the offering, issue, allotment and utilization of the Offer proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company, without requiring any further approval of the members.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all such other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

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RESOLVED FURTHER THAT Mr. Shailesh Kumar Damani, Managing Director and/or Mr. Anil Mahendra Kotak, Whole-time Director & Chief Financial Officer and / or Mr. Abhishek Jain, Company Secretary & Compliance officer be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Maharashtra at Mumbai and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.

RESOLVED FURTHER THAT certified true copies of the foregoing resolution be provided to those concerned under the hands of any of the Director or Company Secretary of the Company wherever required."

//Certified True Copy//

For Plada Infotech Services Limited

Shailesh Kumar Damani
Managing Director
DIN: 01504610

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