



# PLADA

INFOTECH SERVICES LIMITED.

Delivering Customer Promises

(FORMERLY PLADA INFOTECH SERVICES PRIVATE LIMITED)

**CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY AT THEIR EXTRA-ORDINARY GENERAL MEETING NO.03/2023-2024 HELD ON MONDAY, 15<sup>th</sup> 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 (EAST), 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:**

To consider and if though fit to pass, with or without modification, the following resolution as "Special Resolution":

**\*RESOLVED THAT** pursuant to the provisions of Sections 23, 62(1)(c), 179 (3) and 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 the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing 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 the Articles of Association of the Company and the equity listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed ("the Stock Exchanges"), and subject to any approvals from the Government of ("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), 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**"), 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.

**Registered Office:**

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

Website: [www.pladainfotech.com](http://www.pladainfotech.com) ,

CIN: U72900MH2010PLC209364





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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 (private 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 (LM) and/or underwriters and/or the stabilizing agent and/or other advisors or such for the persons appointed Issue and on such terms and conditions as may be finalised by the Board in consultation with the LM through an offer document, prospectus and/or an offering memorandum, as required and that the Board in consultation with the LM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the "Reservation") or to provide a discount to the issue price to retail individual bidders or eligible employees (the "Discount"); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

**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** in relation to the Issue, the Board either by itself or a sub-committee constituted by the Board be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee in its absolute discretion deems necessary or desirable in connection with the Issue.

**RESOLVED FURTHER THAT** the Equity Shares allotment under the Fresh Issue (including any reservation) shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

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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.

**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

Date: May 15, 2023

Place: Mumbai

**Registered Office:**

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## Explanatory Statement

[Pursuant to Section 102(1) of the Companies Act, 2013]

### Item No.08

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

The Company propose to raise funds by way of Public Offering and intends to list its equity shares (the "Equity Shares") on EMERGE platform of National Stock Exchange of India Limited ("Stock Exchange") to enable the shareholders to have a formal market place for dealing with company's equity shares. For this purpose, it is intended to undertake an Initial Public Offering of the equity shares of the Company ("the Offer") by way of fresh issue of Equity Shares. The Company intends to undertake and issue and list the equity shares at an opportune time in consultation with the advisors in relation to the issue and subject to applicable regulatory approvals. The aforesaid fund raising through public offering will be utilized for the purpose of the Company including working capital requirement, Expansion of the business, repayment of debt and for such other objects as may be finalized in consultation with LM.

The Company proposes to issue and allot 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 on such terms and at such time as may be considered appropriate by the board of directors of the Company (the "Board") in consultation with Lead Manager to the Offer ("LM") to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of Fixed Price Method under the SEBI Regulations. The Equity Shares, if any, allotted vide the Issue shall rank in all respects pari passu with the existing equity shares of the Company.

No change in control of the Company or its management of its business is intended or expected pursuant to the Issue.

The Board recommends resolution at Item No.08 for your approval as a special resolution. Accordingly, approval of the members of the Company is sought to issue Equity Shares under section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each, as amended.

None of the Directors and key managerial personnel or their relatives are concerned or interested in the proposed Special resolution except to the extent of their shareholding in the Company.

//Certified true copy//

For Plada Infotech Services Limited

Shailesh Kumar Damani  
Managing Director  
DIN: 01504610

Date: May 15, 2023  
Place: Mumbai

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