

SHRI AHIMSA NATURALS LIMITED

(Formerly known as- SHRI AHIMSA MINES AND MINERALS LIMITED)

Registered Office: E-94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007

Contact No. 0141- 2202482; Fax: 0141- 2203623; Email Id: info@shriahimsa.com

CIN: U14101RJ1990PLC005641 Website:www.shriahimsa.com

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S SHRI AHIMSA NATURALS LIMITED HELD ON WEDNESDAY 03RD JULY, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE ADDRESS OF THE COMPANY

"RESOLVED THAT in suppression to all earlier resolutions passed and pursuant to the provisions of Section 23, 26, 28, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) (the "**Companies Act, 2013**") and the rules made there under, the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed (the "**Companies Act, 1956**"), the Securities Contracts (Regulation) Act, 1956, as amended ("**SCRA**"), and the rules framed there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI LODR Regulations**"), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (the "**Listing Agreements**"), the Foreign Exchange Management Act, 1999 ("**FEMA**") as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Securities and Exchange Board of India ("**SEBI**") or any other competent authority (collectively, the "**Regulatory Authorities**"), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions and which maybe approved to by the Board of Directors of the company (hereinafter referred to as the "**Board**"), consent of the members be and is hereby authorized for an initial public offering of the equity shares of the Company through book building method, and the consent of the members be and is hereby authorized to create, offer, issue and allot fresh equity shares of the Company of face value Rs. 10/- (Rupees Ten only) each (the "**Equity Shares**") for an aggregate amount not exceeding Rs.100,00,00,000/- (Rupees Hundred Crores Only) or upto 1,00,00,000/- (One Crore Only) Equity Shares of the face value of Rs.10/- (Rupees Ten only) each by way of a fresh issuance of Equity Shares(with or without a green shoe option, issued for cash at such price which is at a discount, par or premium in terms of applicable regulations), out of the authorized share capital of the Company, and at its discretion, of such number of Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares as board may deem fit offer to the public may be issued and allotted and /or transferred, as the case may be, as may be required for the purposes of rounding off), to such person or persons, who may or may not be the members of the Company and as the Board may, at its sole discretion, decide in consultation with the Book Running lead Manager ("**BRLM**"), so appointed including resident investors, eligible Indian and/or multilateral financial institutions, mutual funds, non resident Indians, qualified institutional buyers, eligible employees of the company, retail investors, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, and such other persons in one or more combinations thereof, and/ or any other categories of investors ("**Initial Public Offer**", "**IPO**"), with or without a green shoe option, issued for cash at such price which is at a discount, par or premium in terms of applicable regulations

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which shall include, reservation of a certain number of Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "**Reservation**"), the price including the premium to be determined, in one or more tranches and in the manner, and on the terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the BRLM, whether the price at which the Shares are to be issued, at par or at premium and whether for cash or other consideration, including discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue, allotment and transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the BRLM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchanges as may be decided by the Board from time to time;"

"RESOLVED FURTHER THAT in accordance with the provisions of Sections 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, including the rules framed there under, relevant provisions of the Companies Act 2013 and subject to such further corporate and other approvals as may be required, the Board be and is hereby in principle authorized, on behalf of the Company, to allot such number of equity shares as may be decided by it, to certain investors prior to the filing of the Red Herring Prospectus with SEBI ("**Pre-IPO Placement**"), at such price as the Board may, in consultation with the BRLMs, determine in light of the then prevailing market conditions in accordance with the Companies Act 2013 the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, and do all such other acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any Private Placement offer letters, placement agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of the consummation of the Pre-IPO Placement, the size of the IPO would be reduced to the extent of equity shares issued under the Pre-IPO Placement."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to invite the existing shareholders of the Company to participate in the IPO by making an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, as the Board may determine."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or variation in relation to the IPO, in consultation with the BRLMs or SEBI or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares pursuant to the IPO, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance

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of the Equity Shares including the number of equity shares that may be offered and proportion thereof, timing for issuance of such equity shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to draft Red Herring Prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares pursuant to the IPO and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred one or more Directors or Company Secretary of the Company.

RESOLVED FURTHER THAT the equity shares so issued / transferred 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, in all respects, including rights in respect of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of equity shares pursuant to the IPO, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Equity Shares on one or more stock exchanges in India including SME platform."

RELATIVE EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF COMPANIES ACT, 2013

The Company proposed to create, offer, issue and allot Equity Shares of face value Rs. 10/- (Rupees Ten only) each for an aggregate amount not exceeding Rs.100,00,00,000/- (Rupees Hundred Crores Only) or upto 50,00,000/- (Fifty Lakhs Only) Equity Shares of the face value of Rs.10/- (Rupees Ten only) each at a price as may be discovered in accordance with the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation, 2018 as amended ('SEBI ICDR Regulation') by way of fresh issuance of Equity Shares out of the Authorized Share Capital of the Company and Offer for sale, if any by existing shareholders.

The object of the issue is to achieve the benefit of listing of equity shares of the Company on the Exchange the Listing of the Equity Shares will enhance the Company's brand name and provide liquidity to the existing shareholders.

The resources raised to the issue would facilitate the Company's long-term capital requirements, need for capital expenditure, general corporate expenses and to meet any exigencies including pursuing new opportunities etc.

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The Board of Directors of the Company believe that the issue of securities to investors who are/or not shareholders of the Company is in the interest of the Company and therefore recommends the resolution for your approval by way of Special Resolution.

As per section 102(1) of Companies Act, 2013, Directors of your Company are interested in this Resolution to the extent of their respective shareholdings.

The Special Business transacted at the meeting of the Company does not relate to or affects any other Company. So disclosure pursuant to section 102(2)(b) of Companies Act, 2013 is not applicable.

As required by section 102(3) of Companies Act, 2013 the related documents shall be available for inspection at the registered office of the Company during business hours.

//CERTIFIED TRUE COPY//

for Shri Ahimsa Naturals Limited

Nemi
Chand
Jain

Digitally signed
by Nemi Chand
Jain
Date: 2024.07.09
16:41:22 +05'30'

Nemi Chand Jain

DIN: 00434383

Chairperson cum Managing Director
Address: 202, Upsana Apartment, E-14,
Bihari Marg, Bani Park, Shastri Nagar,
Jaipur-302016, Rajasthan