

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ANUPAM FINSERV LIMITED HELD ON THURSDAY, 30<sup>TH</sup> MAY, 2024 AT THE REGISTERED OFFICE OF THE COMPANY AT 502, CORPORATE ARENA, DP PIRAMAL ROAD, GOREGAON WEST, MUMBAI 400104.**

**APPROVAL TO ISSUE EQUITY SHARES ON RIGHTS BASIS TO THE EXISTING SHAREHOLDERS OF THE COMPANY:**

**"RESOLVED THAT** pursuant to the provisions of Section 62, Section 23(1)(c) and other applicable provisions of the Companies Act, 2013 ("**Companies Act**"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 ("**Rules**") and other applicable rules made under the Companies Act made thereunder, each as amended and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (hereinafter referred to as ("**SEBI ICDR Regulations**"), the Securities Contracts (Regulation) Act, 1956, as amended, (hereinafter referred to as "**SCRR**") the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as "**SEBI LODR Regulations**"), the Foreign Exchange Management Act, 1999 ("**FEMA**"), as amended, rules, regulations made thereunder and any other provisions of applicable law including any amendments, statutory modifications(s) made to the Companies Act, Rules, SEBI ICDR Regulations, SEBI LODR Regulations, FEMA from time to time, any re-enactments thereof for the time being in force or applicable notifications, circulars, guidelines, orders issued or any directions or clarifications given thereunder, 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**"), Central Depository Services (India) Limited, National Securities Depository Limited ("**Depositories**"), 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 (hereinafter referred to as "**Board**" which term shall be deemed to include any empowered or authorised committees thereof constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committees for such purpose) be and is hereby accorded to offer, issue and allot equity shares of the face value of Re. 1/- each of the Company (hereinafter referred to as "**Equity Shares**") by way of a rights issue to the existing shareholders of the Company on a record date (hereinafter referred to as "**Shareholders**"), to be decided at a later date at such price, at a premium or discount to the market price, considering the prevailing market conditions and such other considerations that the Board may, in its absolute discretion, decide, such that the aggregate value (including premium) does not exceed **4990 Lakhs (Rupees Four Thousand Nine Hundred and Ninety Lakhs Only)** (hereinafter referred to as "**Rights Issue**") as may be determined by the Board and on such other terms and conditions as may be mentioned in the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, Letter of Offer, Abridged Letter of Offer, and / or Application Forms to be issued by the Company in respect of the Rights Issue (collectively referred to as "**Issue Documents**"), to list the Equity Shares allotted pursuant to the Rights Issue, on the Stock Exchange and on such other terms and conditions as may be mentioned in the Issue Documents, including granting of rights to the eligible Shareholders of the Company, to whom the offer is made to renounce the Equity Shares



being offered in the Rights Issue, in favour of any other person(s), rights to the persons to whom the Equity Shares are being issued to apply for additional Equity Shares, and to decide, at its discretion, the proportion in which such additional Equity Shares shall be allotted and in the event of under-subscription from the Shareholders, to decide and allot the Equity Shares offered through the Rights Issue to such persons as the Board may deem fit."

**"RESOLVED FURTHER THAT** all Equity Shares so offered, issued and allotted by way of the Rights Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company."

**"RESOLVED FURTHER THAT** the Equity Shares, shall rank *pari passu* in all respects including dividend with the then existing Equity Shares of the Company."

**"RESOLVED FURTHER THAT** a Rights Issue Committee / Securities Issue Committee (herein after referred as "**Committee**") comprising of Mr. Pravin Gala, Whole Time Director (DIN: 00786492), Mr. Siddharth Gala- Executive Director - (DIN: 08128110), and Mr. Darshan Jajal, Independent Director - (DIN: 02875401) of the Company be and is hereby constituted and the powers of the Board in respect of Rights Issue be delegated to the Committee and each member of the Committee be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Right Issue, including, but not limited to, the following:

1. To decide on the Objects of the Rights Issue;
2. To appoint and enter into arrangements with registrar, ad-agency, banker(s) to the Rights Issue and all other intermediaries and advisors necessary for the Rights Issue and to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., in connection therewith;
3. 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 he may deem fit from time to time;
4. To approve and adopt any financial statements prepared for purposes of inclusion in the Issue Documents, pursuant to the requirements outlined by the SEBI ICDR Regulations or any other applicable law for time being in force, including intimating the approval and adoption of such financial statements to the Stock Exchange, if required;
5. To negotiate, finalise, settle and execute the registrar agreement, ad- agency agreement, banker to the issue agreement and any other agreement with an intermediary and all other necessary documents, deeds, agreements and instruments in relation to the Rights Issue, including but not limited to any amendments/ modifications thereto;
6. To take necessary actions and steps for obtaining relevant approvals from SEBI, the Stock Exchange, Depositories, RBI, or such other authorities, whether regulatory or otherwise, as may be necessary in relation to the Rights Issue;
7. To finalise the Issue Documents and any other documents as may be required and to file the same with SEBI, Stock Exchange and other concerned authorities and issue the same to the Shareholders of the Company or any other person in terms of the Issue Documents or any other agreement entered into by the Company in the ordinary course of business;
8. To finalize and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s) / supplement(s) / corrigenda required to be issued in terms of SEBI ICDR Regulations or other applicable SEBI guidelines and regulations or in compliance with any direction from SEBI and / or such other applicable authorities;
9. To decide in accordance with applicable law, the terms of the Rights Issue, the total number, issue price and other terms and conditions for issuance of the Equity Shares to be offered in the Rights Issue, and suitably vary the size of the Rights Issue, if required;
10. To fix the record date for the purpose of the Rights Issue for ascertaining the names of the eligible Shareholders who will be entitled to the Equity Shares, in consultation with the Stock Exchange; to decide the rights entitlement ratio in terms of number of Equity Shares which each existing Shareholder on the record date will be entitled to, in proportion to the Equity Shares held by the eligible Shareholder on such date;
11. To open bank accounts with any nationalised bank / private bank / scheduled bank for the purpose of receiving applications along with application monies and handling refunds in



- respect of the Rights Issue;
12. To decide on the marketing strategy of the Rights Issue and the costs involved;
  13. To decide in accordance with applicable law on the date and timing of opening and closing of the Rights Issue and to extend, vary or alter or withdraw the same as he may deem fit at his absolute discretion or as may be suggested or stipulated by SEBI, the Stock Exchange or other authorities as applicable from time to time;
  14. To issue and allot Equity Shares in consultation with the registrar, the designated Stock Exchange and to do all necessary acts, execution of documents, undertakings, etc., with National Securities Depository Limited and Central Depository Services (India) Limited, in connection with admitting the Equity Shares issued in the Rights Issue;
  15. To sign the listing applications and issue ASBA instructions and share certificates.
  16. To apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of the Rights Issue (in favour of the parties willing to subscribe to the same); to decide, at his discretion, the proportion in which the allotment of additional Equity Shares shall be made in the Rights Issue;
  17. To take such actions as may be required in connection with the creation of separate ISIN for the credit of rights entitlements in the Rights Issue;
  18. To dispose off, the unsubscribed portion of the Equity Shares in such manner as it may think, most beneficial to the Company, including offering or placing such Equity Shares with promoter and / or promoter group / banks / financial institutions / investment institutions.
  19. To make necessary changes and to enter the names of the renounce(s), if they are not members of the Company in the register of members of the Company;
  20. To decide the mode and manner of allotment of the Equity Shares if any not subscribed and left / remaining unsubscribed after allotment of the Equity Shares and additional Equity Shares applied by the Shareholders and renounce(s);
  21. To finalise the basis of allotment of the Equity Shares in consultation with registrar and the designated Stock Exchange and Stock Exchange, if necessary, including to decide the treatment of fractional entitlement, if any, in relation to the Equity Shares to be issued pursuant to the Rights Issue;
  22. To settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issue and allotment of the Equity Shares as aforesaid and to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Rights Issue and allotment of the Equity Shares; and to take all such steps or actions and give all such directions as may be necessary or desirable in connection with the Rights Issue and also to settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issuance and allotment of Equity Shares as aforesaid and to do all such acts and deeds in connection therewith and incidental thereto, as he may in his absolute discretion deem fit.

**"RESOLVED FURTHER THAT** the quorum for a meeting of the Committee shall be presence of any 2 members and the Committee may regulate its own proceedings and meet as often as required, to discharge its functions."

**"RESOLVED FURTHER THAT** the Committee will cease to exist after completion of Rights Issue.

**"RESOLVED FURTHER THAT** Committee of the Company, be and is hereby authorised to generally do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient in connection with this resolution, including effecting any modifications or changes to the foregoing (including modification to the terms of the issue) making necessary filings with SEBI, the Stock Exchange, Depositories, Reserve Bank of India and any other regulatory authorities and execution of any documents or agreements on behalf of the Company and to represent the Company before any governmental authorities and to appoint any other professional advisors, consultants and legal advisors, without being required to seek any fresh approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution and to settle all questions, difficulties or doubts that may arise in regard to the Rights Issue and utilisation of the proceeds of the Rights Issue and take all other steps which may be incidental, consequential,



relevant or ancillary, to give effect to this resolution.”

**“RESOLVED FURTHER THAT** the Committee shall have the power and authority to delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, and to generally do all such acts, deeds, matters and things as may be required in connection with and in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation  
/ sub-delegation of authority from time to time.”

**“RESOLVED FURTHER THAT** the Equity Shares to be allotted pursuant to the Rights Issue shall be listed on BSE Limited and that any Director of the Company or Company Secretary of the Company, be and is hereby authorized to sign necessary application forms and other documents / papers and take such action as may be required in this regard.”

**“RESOLVED FURTHER THAT** every Shareholder who is eligible to apply in the Rights Issue shall have a right to renounce their rights entitlement being offered, in favour of any other person(s) and every Shareholder, including renouncee(s) shall be entitled to apply for additional Equity Shares and the allotment of the additional Equity Shares shall be made in the proportion to be decided by the Board in consultation with Stock Exchange.”

**“RESOLVED FURTHER THAT** treatment of fractional entitlements will be finalized and disclosed in the offering documents.”

**Certified to be true**

**FOR ANUPAM FINSERV LIMITED**

  
**PRAVIN GALA**  
**DIRECTOR**  
**DIN: 00786492**



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE RIGHTS ISSUE COMMITTEE OF ANUPAM FINSERV LIMITED ON FRIDAY, JUNE 28, 2024, AT 11:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY**

**APPROVE AND ADOPT THE DRAFT LETTER OF OFFER:**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(a) 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 thereunder, the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and other applicable laws, rules, regulations, policies, or guidelines, including those prescribed by the Government of India, the Reserve Bank of India ("RBI"), the Registrar of Companies, Mumbai ("ROC"), stock exchanges, or any other competent authority (collectively, the "Statutory and Regulatory Authorities"), to the extent applicable, and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), and the Memorandum and Articles of Association of the Company, and subject to the necessary approvals, consents, permissions, and sanctions from the Statutory and Regulatory Authorities, and other relevant third parties, the Rights Issue Committee of the Company hereby approves the draft letter of offer to be filed with the Bombay Stock Exchange Limited (BSE), as duly initialed by the Chairman for the purpose of identification, and authorizes the Rights Issue Committee to undertake all necessary actions in connection with the rights issue, including but not limited to making any modifications to the draft letter of offer as may be required and ensuring compliance with all statutory and regulatory requirements.

**RESOLVED FURTHER THAT** any of the Directors and the Company Secretary of the Company be and is hereby severally authorised to file the draft letter of offer with, stock exchange for approval and comply with all other formalities in this regard.

**RESOLVED FURTHER THAT** any of the Directors and the Company Secretary of the Company be and is hereby severally authorised to sign and execute such documents, communications, writing and to do such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose."

Certified to be true  
**FOR ANUPAM FINSERV LIMITED**

  
**PRAVIN GALA**  
DIRECTOR  
DIN: 00786492



Mumbai, 28<sup>th</sup> June, 2024

**CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ANUPAM FINSERV LIMITED HELD ON THURSDAY, 19<sup>TH</sup> DECEMBER, 2024 AT 11:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY**

**APPROVAL OF LETTER OF OFFER AND OFFER PERIOD**

**"RESOLVED THAT** pursuant to the provisions of Section 62, Section 23(1)(c) and other applicable provisions of the Companies Act, 2013, along with the rules made thereunder, each as amended ("Companies Act") and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, rules, regulations made thereunder and any other provisions of applicable law, and subject to other approvals, permissions and sanctions of the lenders of the Company, Securities and Exchange Board of India ("SEBI"), the stock exchanges where the equity shares of the Company are listed (the "Stock Exchanges"), 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 Board of Directors of the Company hereby approves the Letter of Offer to be filed with the BSE Limited (BSE), as duly initialed by the Chairman for the purpose of identification, and authorizes the Rights Issue Committee to undertake all necessary actions in connection with the rights issue, including but not limited to making any modifications to the Letter of Offer as may be required and ensuring compliance with all statutory and regulatory requirements.

**RESOLVED FURTHER THAT** the Letter of Offer shall be dispatched to the existing shareholders within the stipulated timeframe, and the necessary steps shall be taken to ensure compliance with the Companies Act, 2013, SEBI ICDR regulations and other applicable regulations.

**RESOLVED FURTHER THAT** the consent of the Board of Directors of the Company ("Board") be and is hereby accorded for the right issue to remain open from Monday 13th January, 2024 to Friday 31<sup>st</sup> January, 2024.



**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to file the necessary Documents/forms/papers with the Registrar and Transfer Agent of the Company and other regularity authority to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

**Certified to be true  
FOR ANUPAM FINSERV LIMITED**

  
**PRAVIN GALA  
DIRECTOR  
DIN: 00786492**



Mumbai, 19<sup>th</sup> December, 2024

**CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ANUPAM FINSERV LIMITED HELD ON THURSDAY, 19<sup>TH</sup> DECEMBER, 2024 AT 11:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY**

**APPROVAL OF TERMS OF RIGHTS ISSUE**

"RESOLVED THAT in furtherance to the resolution of the Board of Directors passed at its meeting held on May 30, 2024 approving the Rights Issue of Fully paid up Equity Shares of the Company of face value INR 1/- to the existing shareholders of the Company as on the record date ("Eligible Equity Shareholders"), the Board of Directors be and hereby approve the terms of the Rights Issue, which are as follows:

<b>Rights Equity Shares being offered by our Company</b>	115,637,500 Rights Equity Shares
<b>Rights Entitlement for the Rights Equity Shares</b>	1 (One) Rights Equity Share for every 1 (One) Equity Shares held on the Record Date
<b>Record Date</b>	Friday, December 27, 2024
<b>Face Value per Equity Share</b>	₹1/- each
<b>Issue Price and Payment</b>	₹ 1.75 per Rights Equity Share (including a premium of ₹ 0.75 per Rights Equity Share).  On Application, Investors will have to pay ₹ 1.75 per Rights Equity Share, which constitutes 100% of the Issue price including premium.
<b>Rights Issue Period</b>	(a) Rights Issue Opening Date: Monday, January 13, 2025; (b) On-market renunciation period Start: Monday, January 13, 2025; (c) On-market renunciation period End: Monday, January 27, 2025; (d) Rights Issue Closing Date: Friday, January 31, 2025.
<b>Issue Size</b>	115,637,500 Equity Shares of face value of ₹ 1 each for cash at a price of ₹ 1.75 per Rights Equity Share up to an amount of Rs. 202,365,625* <i>*Assuming full subscription</i>
<b>Fractional Entitlement</b>	The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1:1 i.e. 1 (One) Equity Shares for every 1 (One) Equity Share held as on the Record Date. Since the entitlement for the rights issue shall be one (1) share, there are no fractional entitlements.



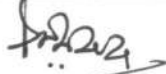


<p><b>Treatment for crediting the Rights Entitlement</b></p>	<p>In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular bearing reference number SEBI/HO/CFD/DILI/CIR/P/2020/136 dated July 24, 2020, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only.</p> <p>Prior to the Issue Opening Date, the Company shall credit the Rights Entitlements to:</p> <ol style="list-style-type: none"> <li>1. The demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form</li> <li>2. A demat RE account opened by the Company for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to: <ul style="list-style-type: none"> <li>(a) Equity Shares held in the account of the IEPF authority; or</li> <li>(b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or</li> <li>(c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or</li> <li>(d) credit of the Rights Entitlements returned/reversed/failed; or</li> <li>(e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or</li> <li>(f) non-institutional equity shareholders in the United States</li> </ul> </li> </ol>
<p><b>Conditions for Equity Shareholders who hold shares in physical form</b></p>	<p>Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date to enable the credit of the Rights Entitlements by way of transfer from the demat suspense account to their respective demat accounts, at least one day before the Issue Closing Date. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder in this regard.</p>



**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to sign, execute, modify, alter, file and/or furnish and/or submit any statutory forms (in physical or digital form) and such other documents, to/with such authorities and/or person(s) as may be deemed necessary and generally do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto and also to settle any question, difficulty or doubt that may arise in connection with the above resolution."

**Certified to be true  
FOR ANUPAM FINSERV LIMITED**



**PRAVIN GALA  
DIRECTOR  
DIN: 00786492**



Mumbai, 19<sup>th</sup> December, 2024