

SOBHAGYA MERCANTILE LIMITED

CIN: L45100MH1983PLC031671

Registered Office - B-61, Floor 6, Plot No. 210, B-Wing, Mittal Tower, Free Press Journal Marg,
Nariman Point, Mumbai - 400021, Maharashtra, India

Contact Details: - Phone - 022-22882125 email - sobhagyamercantile9@gmail.com
website: www.sobhagyamercantile.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SOBHAGYA MERCANTILE LIMITED HELD ON SATURDAY, THE 12TH DAY OF AUGUST, 2023 AT 04:00 PM AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT 526, 1ST FLOOR, BHANGDIYA HOUSE, NEAR GETWELL HOSPITAL, DHANTOLI, NAGPUR, MAHARASHTRA 440012.

APPROVAL OF RIGHTS ISSUE

Agenda Item No. 2: To approve issue of equity shares of the Company to the existing shareholders of the Company on a Rights basis:

The Board may be informed that it is proposed to undertake a capital raising exercise by way of issuance of equity shares of the Company to its existing shareholders on a rights basis in order to augment the liquidity requirements of the Company and any other purpose that the Board may deem fit for future business expansion and growth.

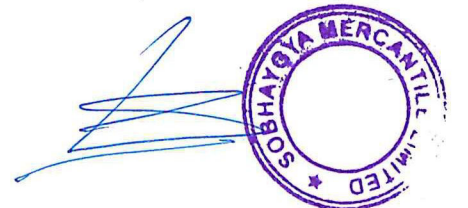
Accordingly, the Company proposes to create, offer, issue and allot, equity shares of the Company for cash on a rights basis in terms of the Companies Act, 2013, as amended, read together with the rules thereunder (including any modifications or re-enactments thereof, for the time being in force) (the "Companies Act") and Chapter III of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and applicable laws, for an amount not exceeding Rs. 25 (twenty-five) Crores ("Rights Issue").

The Board may be further informed that in terms of Section 62(1)(a) of the Companies Act, where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered to persons, who, at the date of the offer, are holders of the equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to formalities as stipulated in the Companies Act. The Board may be further informed that Section 23(1)(c) and Section 62(1)(a) of the Companies Act and Chapter III of the SEBI ICDR Regulations do not stipulate any requirement for approval of the shareholders for undertaking the Rights Issue.

The Board may be further informed that the Company is eligible for undertaking the Rights Issue Chapter III of the SEBI ICDR Regulations.

The Board be requested to consider the matter and if thought fit, to pass, with or without modification, the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 179, Section 23(1)(c), Section 62(1)(a) and all other applicable provisions of the Companies Act, 2013, as amended, read with the rules made thereunder (including any modifications or re-enactments thereof, for the time being in force), 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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and all other



The image shows a handwritten signature in blue ink over a circular purple stamp. The stamp contains the text "SOBHAGYA MERCANTILE LIMITED" around the perimeter and a star symbol at the bottom.

applicable statutory / regulatory requirements and in accordance with the provisions of the memorandum of association and articles of association of the Company and the listing agreements entered into by the Company with the stock exchanges where the Company's equity shares are listed and subject to any necessary approval, consent, permission and / or sanction of the Government of India, the Securities and Exchange Board of India ("SEBI"), and / or any other appropriate authorities, including any other statutory / regulatory authority, banks, financial institutions or other creditors, and subject to such terms, conditions and modifications as may be prescribed by any of the aforesaid authorities in connection with granting any such approval, consent, permission, or sanction, and which may be agreed to by the board of directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorised to create, offer, issue and allot equity shares ("**Rights Equity Shares**") (whether partly paid-up or fully paid-up, as determined by the Board or a duly authorised committee thereof) by way of rights issue, for cash at par or at a premium, to the existing shareholders of the Company whose names appear on the register of members of the Company or on the list of depositories as beneficial owners as on a specified record date as may be determined by the Board for an amount not exceeding Rs. 25 (twenty-five) Crores on a rights basis, ("**Rights Issue**"), through a letter of offer and / or such other documents, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion at the time of the Rights Issue, subject however to applicable statutory and / or regulatory requirement."


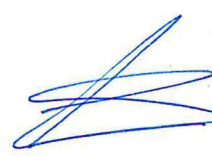
"RESOLVED FURTHER THAT all the powers and authorities in respect of the Rights Issue be and are hereby sub-delegated to the Rights Issue Committee of the Board comprising of Mr. Shrikant Mitesh Bhangdiya, Managing Director, Sonal Kirtikumar Bhangdiya, Non-Executive Director and Mr. Niresh Maheshwari, Independent Director of the Company, and that Committee be and is hereby authorised to undertake all such acts, deeds, matters and things in relation to the Rights Issue of the Company including but not limited to the following:

- (a) To make applications, seek clarifications, obtain approvals and seek exemptions from, wherever necessary, including but not limiting to the SEBI, BSE Limited and any other governmental or statutory authorities as may be required in connection with the Rights Issue and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the letter of offer;
- (b) To finalise, settle, approve, adopt and file in consultation with the lead managers appointed for the Issue (the "**LMs**") where applicable, the letter of offer in connection with the Rights Issue, abridged letter of offer and any amendments, supplements, notices, addenda or corrigenda thereto ("**Issue Documents**"), and take all such actions as may be necessary for the submission and filing of the Issue Documents including incorporating such alterations / corrections / modifications as may be required by SEBI, the stock exchanges or any other relevant governmental and statutory authorities or in accordance with applicable laws;
- (c) To make necessary changes, updates, alterations, revisions, modifications or amendments in the letter of offer, application form, abridged letter of offer, entitlement letter, any international wrap and other documents, information, disclosures, confirmations, statements, certificates, including financial statements and auditors' reports thereon, etc. as may be required to be included / mentioned in compliance with all applicable provisions of 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 exchanges where the Rights Equity Shares will be listed or any other authorities, to negotiate, authorise, approve and pay commission, fees, remuneration, expenses and / or any other charges to the applicable agencies / intermediaries / persons and to give them such directions or instructions as



it may deem fit from time to time.

- (d) To appoint and enter into and terminate arrangements with the LMs, underwriters, bankers, registrar, depositories, monitoring agency, legal advisors, auditors, printers, advertising agency and any other agencies or persons or intermediaries in relation to the Rights Issue, including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the LMs and negotiation, finalisation, execution and to remunerate all such intermediaries / agencies including the payments of commissions, brokerages, fees etc.;
- (e) To decide in consultation with the LMs on the actual Rights Issue size, timing, opening and closing dates, pricing, and all the terms and conditions of the Rights Issue, including the Rights Issue price, whether the Rights Issue will be an issue of partly paid-up Equity Shares or fully paid-up Equity Shares on application, manner of calls (if any) on the Rights Equity Shares and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Rights Issue including to make any amendments, modifications, variations or alterations in relation to the Rights Issue;
- (f) To decide the ratio in terms of number of the Rights Equity Shares which each existing shareholder of the Company on the record date ("**Eligible Equity Shareholder**") will be entitled to in proportion to the equity shares held by the Eligible Equity Shareholder on such date in consultation with the LMs;
- (g) To fix the record date for the purpose of the Rights Issue for ascertaining the names of the Eligible Equity Shareholders who will be entitled to receive rights entitlements in the Issue;
- (h) To negotiate, finalise and settle and to execute and deliver or arrange the delivery (including withdrawals thereof) of the letter of offer, the abridged letter of offer, application forms, issue agreement, underwriting agreement, agreements with the registrar, monitoring agency agreement, service provider agreement and all other documents, deeds, agreements and instruments whatsoever with the registrar, monitoring agency, legal advisors, auditors, advertising agency, stock exchange(s), LMs, and any other agencies / intermediaries in connection with the Rights Issue, as the case may be, and have power to authorise one or more officers of the Company to execute all or any of the aforesaid documents or any amendments and termination thereto as may be required or desirable in relation to the Issue;
- (i) To seek, if required, the consent and / or waiver of the lenders of the Company, customers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India, stock exchanges, and any other consents and / or waivers that may be required in relation to the Rights Issue or any actions connected therewith;
- (j) To open requisite bank accounts with any nationalised bank / scheduled bank / private bank for the purpose of the Rights Issue in such name and style as may be decided, to empower any officer(s) of the Company to operate on its behalf such bank accounts and to receive applications along with application monies in respect of the Rights Issue and to make refunds;
- (k) To authorise and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration, stamp duty, reimbursement of expenses and any other expenses in connection with the Rights Issue;



“RESOLVED FURTHER THAT a copy of foregoing resolutions certified by any one of the Authorised Persons be provided to whomsoever it may concern with a request to act thereupon.”

CERTIFIED TRUE COPY

For and on behalf of
SOBHAGYA MERCANTILE LIMITED


MR. SHRIKANT MITESH BHANGDIYA
MANAGING DIRECTOR
DIN: 02628216

