

EXTRACTS OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF M/S SIGNATUREGLOBAL (INDIA) LIMITED (Formerly Known as "SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED") IN THE EXTRA ORDINARY GENERAL MEETING HELD ON FRIDAY, THE 24TH DAY OF JUNE, 2022.

Approval of Initial Public Offer (IPO)

"Resolved that pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), as amended (the "**Companies Act**"), 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, as amended (the "**SEBI Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as updated and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India ("**GoI**"), including the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), the Securities and Exchange Board of India ("**SEBI**"), or the Reserve Bank of India ("**RBI**") 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 listing agreements to be entered into between the Company and the respective recognized stock exchanges in India where the equity shares of face value of ₹1/- (Rupee one only) each (the "**Equity Shares**") are proposed to be listed ("**the Stock Exchanges**"), and subject to any approvals as may be required from the GOI, the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("**RoC**"), the SEBI, the RBI, and all other appropriate statutory authorities and departments (collectively the "**Regulatory Authorities**") and subject to such governmental and regulatory conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by 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 the Equity Shares which constitutes a fresh issue of Equity Shares (the "**Fresh Issue**") and an offer for sale of Equity Shares (the "**Offer for Sale**") by certain shareholders of the Company (the "**Selling Shareholders**") in the Offer (the "**Offer**"), for cash either at par or premium such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 10000 million (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer, 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), at a price to be determined, by the Company in consultation with the Book Running Lead Managers (the "**BRLMs**"), through the book building process in terms of the SEBI Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may decide, including anchor investors, if any, qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI Regulations, one or more of the members of the Company, eligible employees (through a reservation or



otherwise), Hindu undivided families, foreign portfolio investors, registered foreign venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, National Investment Fund set up by the GOI, 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, as amended, development financial institutions, systemically important non-banking financial companies, Indian mutual funds registered with the SEBI, 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 the Offer in consultation with the BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an Offer document, prospectus and/or an offering memorandum, as required, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think 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 Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the "**Reservation**") or to provide a discount to the Offer 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 Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI Regulations, as the Board may determine in consultation with the BRLMs, subject to the receipt of consent of the SEBI, the GoI, the RBI, the RoC and/or such other approvals, permissions and sanctions of all other concerned statutory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI Regulations or other Applicable Laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer.

Resolved further that the Equity Shares issued or transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India.

Resolved further that the Equity Shares so allotted 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.

Resolved further that for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board and any other committee thereof, in consultation with the BRLMs, be and is hereby authorized to determine the terms of the Offer including



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the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred, Offer price, premium amount, discount (as allowed under Applicable Laws), listing on one or more stock exchanges 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 agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, allotment and transfer of the Equity Shares, and utilization of the proceeds from the Fresh Issue, 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 and/or 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 and the Offer, without requiring any further approval of the shareholders, except as required under law, and that all or any of the powers conferred on the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

Resolved further that subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ such other persons or otherwise.

Resolved further that in connection with any of the foregoing matters, 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 authorized to execute and deliver any and all 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 the Board of directors or any Committee thereof, of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi or any other authority as may be required in this connection"

Certified to be a True Copy
For Signatureglobal (India) Limited
(Formerly Known as Signatureglobal (India) Private Limited)


M R Bothra
Company Secretary



EXPLANATORY STATEMENT (Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 1:

The Articles of Association are required to be amended in view of the proposal of the Company to undertake an initial public offer of the equity shares of face value of ₹ 1/- (Rupee one only) each of the Company ("**Equity Shares**") comprising a fresh issuance of Equity Shares by the Company ("**Fresh Issue**") and an offer for sale by certain existing shareholders of the Company ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**"), and list the Equity Shares on one or more of the recognised stock exchanges in India. The Company, therefore, proposes to adopt a new set of Articles of Association that shall conform to the requirements and directions provided by the stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India ("**SEBI**") and the relevant stock exchanges and contain such other articles as required by a public limited company under applicable laws (including the Companies Act, 2013).

A copy of the revised Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the Extra-Ordinary General Meeting.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 as applicable, any amendment in the Articles of Association requires approval of the shareholders of the Company by way of special resolution.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are concerned or interested in the said resolution.

The board of directors of the Company recommends the resolutions set out at Item No. 1 of the accompanying Notice for your approval as special resolution.

Item no. 2

The Company proposes to undertake an initial public offer of its equity shares of face value of ₹ 1/- (Rupee one only) each (the "**Equity Shares**") constituting a fresh issue of Equity Shares (the "**Fresh Issue**") and an offer for sale of Equity Shares (the "**Offer for Sale**") by certain shareholders of the Company (the "**Selling Shareholders**") in the Offer (the "**Offer**") and listing of the Equity Shares on one or more of the stock exchanges in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI Regulations**") and the Companies Act, 2013, and the rules made thereunder, as amended.

The Company intends to undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers appointed for the Offer (the "**BRLMs**") and other advisors to be appointed for the Offer and subject to applicable regulatory and other approvals, to the extent necessary.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, as amended, the approval of the shareholders of the Company is required through a special resolution.

SIGNATUREGLOBAL (INDIA) LIMITED
(FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED)
CIN: U70100DL2000PLC104787

Regd. Off : 13th FLOOR DR. GOPAL DAS BHAWAN, 28 BARAKHANNA ROAD, NEW DELHI- 110001 Phone: 011-49281700
Corp. Off. : UNIT NO.101,GROUND FLOOR, TOWER-A, SIGNATURE TOWER, SOUTH CITY-1 GURUGRAM HR- 122001 Phone: 0124-4398011
E-mail: compliance@signatureglobal.in, Website: www.signatureglobal.in

The Company proposes to create, offer, issue and allot in the Offer such number of Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the Offer aggregates up to ₹10000 million on such terms and at such price and at such time as may be considered appropriate by the board of directors of the Company (the "Board"), or a duly authorised committee thereof, 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 book building method under the SEBI Regulations. The Equity Shares, if any, allotted pursuant to the Offer shall rank in all respects *pari passu* with the existing equity shares of the Company.

The proceeds from the Offer will be utilised for the purpose of debt repayment, General Corporate Purpose and for such other purposes as may be allowed under the applicable provisions and/or any other object as may be decided by the Board at a later date.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion (together, the "Stock Exchanges") and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

The Company will not make an offer of Equity Shares to the promoter(s) of the Company in the Offer. However, the key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI Regulations.

Other than through their participation in the Offer as mentioned above, none of the directors or key managerial personnel of the Company or the relatives of the said persons are interested in the said resolution.

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

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are concerned or interested in the said resolution.

The Board recommends the resolution in Item No. 2 of the Notice 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 and the acts, rules, regulations.

By the order of the Board

For Signature Global (India) Limited

(Formerly Signature Global (India) Private Limited)

Ravi Aggarwal

Managing Director

DIN: 00203856

Address: Aashirwad, Palam Farm 6, Salahapur

Bijwasan, Delhi 110061

Date: 23.06.2022

PLACE: Gurugram

SIGNATUREGLOBAL (INDIA) LIMITED
(FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED)
CIN: U70100DL2000PLC104787

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