

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SIGNATUREGLOBAL (INDIA) LIMITED (FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED HELD ON THURSDAY, THE 23<sup>RD</sup> DAY OF JUNE, 2022 AT 11:40 A.M.**

**INITIAL PUBLIC OFFER**

“Resolved that subject to the approval of the shareholders of the Company in a general meeting and pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the “Companies Act”), the Securities Contracts (Regulation) Act, 1956, as amended, and the rules and regulations made thereunder, 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, 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, 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”) or Securities and Exchange Board of India (“SEBI”) and any other applicable laws, rules and regulations, in India or outside India (collectively, the “Applicable Laws”), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreement to be entered into between the Company and the respective recognised stock exchanges of India where the equity shares of face value of ₹ 1 each of the Company (“Equity Shares”) are proposed to be listed (“Stock Exchanges”), and subject to any approvals, consents, permissions or sanctions from the GoI, the Registrar of Companies, National Capital Territory of Delhi and Haryana, at New Delhi (“RoC”), SEBI, Stock Exchanges and any other appropriate governmental, statutory and regulatory authorities of India (“Regulatory Authorities”), and any third parties including but not limited to lender(s) of the Company, 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, 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 authorised 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 Board be and is hereby accorded to create, issue, offer and allot and transfer Equity Shares which may include a fresh issue of Equity Shares (the “Fresh Issue”) and an offer for sale of Equity Shares (“Offer for Sale”) by certain existing shareholders of the Company (the “Selling Shareholders”) (the “Offer for Sale” and together with the “Fresh Issue”, the “Offer”) in the Offer, for cash either at par or premium such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 10,000 million (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment in consultation with the designated stock exchange) including the issue and allotment/transfer of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations, out of the authorised 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, in consultation with the Selling Shareholders decide, including

SIGNATUREGLOBAL (INDIA) LIMITED

(FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED)

CIN: U70100DL2000PLC104787

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Art Add. - UNIT NO-101, GROUND FLOOR, TOWER-A, SIGNATURE TOWER, SOUTH CITY-1 GURUGRAM HR- 122001

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anchor investors, employees (through a reservation or otherwise), ~~Hindu undivided families, foreign~~ portfolio investors other than individuals, corporate bodies and family offices, alternative investment funds, foreign venture capital investors registered with SEBI, multilateral and bilateral development financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, 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, Indian mutual funds, systemically important non-banking finance companies, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons, including retail individual bidders, in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws and in one or more tranches and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion thinks fit.”

Resolved further that, the Board may invite the existing shareholders of the Company to participate in the Offer by undertaking an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs, subject to the receipt of consent of SEBI, GoI, RBI, RoC and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, which may be agreed to by the Board, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at par or at such premium or discount per Equity Share as allowed under the Applicable Laws and 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 ICDR 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 the stabilizing agent and/or other advisors or such persons appointed for the Offer.

Resolved further that subject to the approval of shareholders of the Company and in accordance with Applicable Law, a portion of the Offer may be made available for allocation to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees of the Company (“**Reservation**”) or to provide a discount to the offer price to retail individual bidders or eligible employees (“**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, finalise 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 so allotted and/or transferred under the Offer pursuant to any Reservation or green shoe option) 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 in consultation with the BRLMs, may determine the terms of the Offer including 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 in each tranche, 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, finalise 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 offering, Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue 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 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 Company and 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 in connection with any of the foregoing resolutions Mr. Lalit Kumar Aggarwal, Vice Chairman & WTD and Mr. Ravi Aggarwal, Managing Director of the Company be and are hereby severally authorised 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 Mr. Lalit Kumar Aggarwal, Vice Chairman & WTD, Mr. Ravi Aggarwal, Managing Director and Mr. M R Bothra, Company Secretary of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions.”

**For Signatureglobal (India) Limited**  
**(Formerly Known as Signatureglobal (India) Private Limited)**

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**Ravi Aggarwal**  
**Managing Director**  
**DIN: 00203856**



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SIGNATUREGLOBAL (INDIA) LIMITED (FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED HELD ON TUESDAY THE 05<sup>th</sup> DAY OF JULY, 2022**

**TO CONSIDER AND APPROVE THE INITIAL PUBLIC OFFER (IPO)**

“Resolved that pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the “Companies Act”), the Securities Contracts (Regulation) Act, 1956, as amended, and the rules and regulations made thereunder, 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, 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, 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”) or Securities and Exchange Board of India (“SEBI”) and any other applicable laws, rules and regulations, in India or outside India (collectively, the “Applicable Laws”), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreement to be entered into between the Company and the respective recognised stock exchanges of India where the equity shares of face value of ₹1 each of the Company (“Equity Shares”) are proposed to be listed (“Stock Exchanges”), and subject to any approvals, consents, permissions or sanctions from the GoI, the Registrar of Companies, National Capital Territory of Delhi and Haryana, at New Delhi (“RoC”), SEBI, Stock Exchanges and any other appropriate governmental, statutory and regulatory authorities of India (“Regulatory Authorities”), and any third parties including but not limited to lender(s) of the Company, 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, 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 authorised 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 Board be and is hereby accorded to create, issue, offer and allot and transfer Equity Shares which may include a fresh issue of Equity Shares (the “Fresh Issue”) and an offer for sale of Equity Shares (“Offer for Sale”) by certain existing shareholders of the Company (the “Selling Shareholders”) (the “Offer for Sale” and together with the Fresh Issue, the “Offer”) in the Offer, for cash either at par or premium such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹7,500 million and Offer for Sale aggregating upto ₹2,500 million (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment in consultation with the designated stock exchange) including the issue and allotment/transfer of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations at a price

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to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations, out of the authorised 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, in consultation with the Selling Shareholders decide, including anchor investors, employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors other than individuals, corporate bodies and family offices, alternative investment funds, foreign venture capital investors registered with SEBI, multilateral and bilateral development financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, 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, Indian mutual funds, systemically important non-banking finance companies, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons, including retail individual bidders, in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws and in one or more tranches and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion thinks fit."

Resolved further that, the Board may invite the existing shareholders of the Company to participate in the Offer by undertaking an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs, subject to the receipt of consent of SEBI, GoI, RBI, RoC and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, which may be agreed to by the Board, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at par or at such premium or discount per Equity Share as allowed under the Applicable Laws and 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 ICDR 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 the stabilizing agent and/or other advisors or such persons appointed for the Offer.

Resolved further that in accordance with Applicable Law, a portion of the Offer may be made available for allocation to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees of the Company ("Reservation") or to provide a discount to the offer price to retail individual bidders or eligible employees ("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, finalise 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 so allotted and/or transferred under the Offer pursuant to any Reservation or green shoe option) 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 in consultation with the BRLMs, may determine the terms of the Offer including 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 in each tranche, 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, finalise 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 offering, Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue 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 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 Company and 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 in connection with any of the foregoing resolutions, Mr. Lalit Kumar Aggarwal, Vice Chairman & WTD and Mr. Ravi Aggarwal, Managing Director of the Company be and are hereby severally authorised 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 Mr. Lalit Kumar Aggarwal, Vice Chairman & WTD, Mr. Ravi Aggarwal, Managing Director and Mr. M R Bothra, Company Secretary of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions."

For Signatureglobal (India) Limited  
(Formerly known as Signatureglobal (India) Private Limited)

New Delhi  
Ravi Aggarwal  
Managing Director  
DIN: 00203856



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE IPO COMMITTEE OF THE BOARD OF DIRECTORS OF SIGNATUREGLOBAL (INDIA) LIMITED (FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED) ("THE COMPANY") HELD ON MONDAY, THE 28<sup>TH</sup> DAY OF AUGUST, 2023**

**APPROVAL AND ADOPTION OF THE UPDATED DRAFT RED HERRING PROSPECTUS IN RELATION TO THE INITIAL PUBLIC OFFER BY THE COMPANY.**

"Resolved that subject to and in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended, the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities Contract (Regulation) Act, 1956, the Securities Contracts (Regulations) Rules, 1957 and any other regulations issued by the Securities and Exchange Board of India ("SEBI"), the UDRHP-III, containing the requisite information as prescribed by applicable laws and regulations, which has been modified and updated pursuant to SEBI observations, updated restated financial information and other factual developments in respect of the proposed initial public offer by the Company of its equity shares having face value ₹ 1 each (the "Equity Shares") by way of a fresh issue of Equity Shares and offer for sale of Equity Shares by the existing shareholder of the Company, as placed before the IPO Committee, be and is hereby taken on record by the IPO committee for filing with SEBI and such other authorities or persons as may be required .

Resolved further that to give effect to the above resolutions, Mr. Pradeep Kumar Aggarwal, Chairman & WTD, Mr. Lalit Kumar Aggarwal, Vice Chairman & WTD, Mr. Ravi Aggarwal, Managing Director and Mr. Devender Aggarwal, Joint Managing Director of the Company be and are hereby severally authorised to finalise or carry out any further alterations to the UDRHP-III and submit the same with the SEBI and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deeds, matters and things and undertake such other necessary steps to implement the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

Resolved further that Mr. Ravi Aggarwal, Managing Director of the Company and Mr. M R Bothra, Company Secretary of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions and forward the same to the concerned authorities for necessary actions."

**FOR SIGNATUREGLOBAL (INDIA) LIMITED  
(FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED)**



**M R BOTHRA  
COMPANY SECRETARY  
M NO.: F6651**




**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE IPO COMMITTEE OF THE BOARD OF DIRECTORS OF SIGNATUREGLOBAL (INDIA) LIMITED (FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED) ("THE COMPANY") HELD ON MONDAY, THE 28<sup>TH</sup> DAY OF AUGUST, 2023**

**NOTING OF THE REVISED PARTICIPATION OF INTERNATIONAL FINANCE CORPORATION**

"Resolved that the IPO Committee do hereby take note of the revised consent letter of International Finance Corporation dated August 24, 2023 in relation to revision in its participation in the offer for sale in the Offer of Equity Shares by the Company, from ₹ 800 million to ₹ 1270 million.

Resolved further that Mr. Ravi Aggarwal, Managing Director and Mr. M R Bothra, Company Secretary of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions."

**FOR SIGNATUREGLOBAL (INDIA) LIMITED  
(FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED)**

  
**M R BOTHRA  
COMPANY SECRETARY  
M NO.: F6651**





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### **REVISED OFFER STRUCTURE**

"Resolved that in supersession of resolutions passed by the Board on June 23, 2022, and July 5, 2022 and IPO Committee resolution dated February 8, 2023 and pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions 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), including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, 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 ICDR 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, as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, 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, the Securities and Exchange Board of India ("**SEBI**"), 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 uniform 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 as may be required from the GoI, the Registrar of Companies, Delhi and Haryana at New Delhi ("**RoC**"), the SEBI, 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, waivers, consents, permissions and sanctions and which may be agreed to by the Board of Directors (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 IPO committee be and is hereby accorded to create, issue, offer, allot and/or transfer of its equity shares of face value of ₹1 each (the "**Equity Shares**") up to an aggregate of ₹ 6,030 million by way of a fresh issue of Equity Shares (the "**Fresh Issue**") and an offer for sale of Equity Shares up to ₹ 1,270 million by certain existing shareholder ("**Selling Shareholder**") ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**"), for cash either at par or premium (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, and the Selling Shareholder in consultation with the BRLMs, through the book building process in terms of the SEBI ICDR 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 ICDR Regulations, 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 and qualified institutional buyers, if any, one or more of the members of the Company, eligible employees (through a reservation or otherwise), hindu undivided families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National

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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, as amended, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, 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 the stabilizing agent, pursuant to a green shoe option, 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, including the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board as permissible under Applicable Law, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit.”

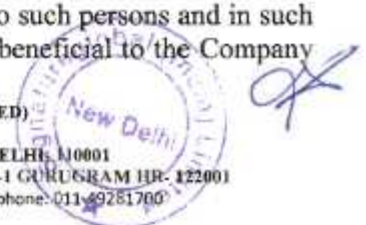
Resolved further that the Equity Shares transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India.”

Resolved further that the Equity Shares so allotted under the Fresh Issue (including any reservation) and transferred pursuant to the Offer for Sale shall be subject to the Memorandum of Association and the Articles of Association of the Company, as applicable 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 transfer and allotment of Equity Shares pursuant to the Offer, the Board, or any committee thereof, in consultation with the BRLMs, may determine the terms of the Offer including 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, transfer and allotment of the Equity Shares, 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 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, 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 all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholder shall pay interest on failure thereof, as per applicable law.”

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 resolutions, Mr. Lalit Kumar Aggarwal, Vice Chairman & WTD and Mr. Ravi Aggarwal, Managing Director of the Company 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 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 a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions.”

**FOR SIGNATUREGLOBAL (INDIA) LIMITED**  
**(FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED)**



**M R BOTHRA**  
**COMPANY SECRETARY**  
**M NO.: F6651**



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE IPO COMMITTEE OF THE BOARD OF DIRECTORS OF SIGNATUREGLOBAL (INDIA) LIMITED (FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED) ("THE COMPANY") HELD ON MONDAY, THE 28<sup>TH</sup> DAY OF AUGUST, 2023**

**TAKING NOTE OF WITHDRAWAL OF PARTICIPATION OF SARVPRIYA SECURITIES PRIVATE LIMITED IN THE OFFER FOR SALE**

"Resolved that the IPO Committee do hereby takes note of the withdrawal of participation of Sarvpriya Securities Private Limited from the offer for sale in relation to the initial public offering of the Equity Shares of the Company."

Resolved further that Mr. Ravi Aggarwal, Managing Director and Mr. M R Bothra, Company Secretary of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions."

**FOR SIGNATUREGLOBAL (INDIA) LIMITED  
(FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED)**



**M R BOTHRA  
COMPANY SECRETARY  
M NO.: F6651**





**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE IPO COMMITTEE OF THE BOARD OF DIRECTORS OF SIGNATUREGLOBAL (INDIA) LIMITED (FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED) ("THE COMPANY") HELD ON MONDAY, THE 28<sup>TH</sup> DAY OF AUGUST, 2023**

**TAKING NOTE OF TERMINATION LETTER TO THE REGISTRAR AGREEMENT AND TERMINATION LETTER TO OFFER AGREEMENT FROM SARVPRIYA SECURITIES PRIVATE LIMITED.**

"Resolved that the IPO Committee do hereby takes note of the termination letter dated August 28, 2023 from Sarvpriya Securities Private Limited to the Registrar Agreement dated July 10, 2022 and Offer Agreement dated July 12, 2022 in relation to the initial public offering of the Equity Shares of the Company.

Resolved further that Mr. Ravi Aggarwal, Managing Director and Mr. M R Bothra, Company Secretary of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions."

**FOR SIGNATUREGLOBAL (INDIA) LIMITED  
(FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED)**



**M R BOTHRA  
COMPANY SECRETARY  
M NO.: F6651**



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**APPROVAL OF THE REVISED FRESH ISSUE COMPONENT**

"Resolved that in supersession of the resolutions of Board of Directors dated June 23, 2022, and July 5, 2022 and IPO committee resolution dated February 8, 2023, the IPO Committee do hereby approve the revision of the fresh issue component of the initial public offering of the Equity Shares of the Company from ₹6,050 million to ₹6,030 million"

Resolved further that Mr. Ravi Aggarwal, Managing Director and Mr. M R Bothra, Company Secretary of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions."

**FOR SIGNATUREGLOBAL (INDIA) LIMITED  
(FORMERLY KNOWN AS SIGNATUREGLOBAL (INDIA) PRIVATE LIMITED)**



**M R BOTHRA  
COMPANY SECRETARY  
M NO.: F6651**

