

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF RASHI PERIPHERALS LIMITED (FORMERLY KNOWN AS RASHI PERIPHERALS PRIVATE LIMITED) ("COMPANY") HELD ON MONDAY, 15TH JANUARY, 2024 AT 10:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT ARIISTO HOUSE, 5TH FLOOR, CORNER OF TELLI GALLI, ANDHERI (EAST) MUMBAI MH 400069 VIA VIDEO CONFERENCING (VC) AND OTHER AUDIO-VISUAL MEANS (OAVM).

TO APPROVE THE OFFER AND ISSUANCE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS

"RESOLVED THAT pursuant to Sections 23, 42 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or amendments thereto or re-enactment thereof for the time being in force), and in accordance with the provisions of memorandum of association and articles of association of the Company and subject to the consent of members in the general meeting and permissions, consents, sanctions and approval by any authority, as may be necessary and subject to such conditions and modifications as may be prescribed 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") to exercise its powers including the powers conferred by this resolution, consent of the Board be and is hereby accorded to offer and issue 48,23,151 (Forty Eight Lakh Twenty Three Thousand One Hundred and Fifty One) Equity Shares of face value of INR 05/- (Indian Rupees Five Only) each at a premium of INR 306 (Indian Rupees Three Hundred and six Only), aggregating to INR 1,49,99,99,961 (Indian Rupees One Hundred And Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Sixty One) through private placement on such terms and conditions in accordance with the provisions of the Act and in the manner set out in the Share Subscription Agreement to be executed separately by and amongst, the Company, any Director or Company Secretary of the Company, Volrado Venture Partners Fund-III- BETA and Ms. Madhuri Madhusudan Kela or any authorised persons of the above mentioned parties (together "**Transaction Documents**"), as may be approved or finalized by any of the Director of the Company to the below:

Sr. No.	Name of the identified person	Number of equity shares being issued / offered	Price per share including premium (Rs.)	Value of securities being issued / offered (Rs.)
1.	Volrado Venture Partners Fund-III- BETA	32,15,434	311	99,99,99,974
2.	Ms. Madhuri Madhusudan Kela	16,07,717	311	49,99,99,987
	Total	48,23,151	-	1,49,99,99,961

RESOLVED FURTHER THAT the above-mentioned person shall be referred to as “**Proposed Allottees**”.

RESOLVED FURTHER THAT pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 a private placement offer letter as set out in the Form PAS-4 along with the other documents and relevant annexures, and record of the private placement offers to be maintained in Form PAS-5, as placed before the board members, be and is hereby approved subject to the consent of the members of the Company for issuance of Equity Shares on private placement basis to the proposed allottees.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for issuance of equity shares pursuant to the private placement offer letter be kept by the Company in a separate bank account opened with HDFC Bank, Fort branch.

RESOLVED FURTHER THAT the valuation report dated 13th January, 2024, issued by the registered valuer Mr Praveen Bangad, registered with Insolvency and Bankruptcy Board of India having Registration No. IBBI/RV/06/2022/14786 placed before the board members be and is hereby approved and shall also be disclosed in the explanatory statement annexed to the notice for ensuing general meeting of the Company.

RESOLVED FURTHER THAT the said Equity Shares shall rank pari passu with existing Equity Shares in all aspects.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorised to sign private placement offer letter (in the format set out in the Form PAS-4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014), a record of private placement offer in Form PAS-5 or any other documents or forms as may be required from time to time and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, filings, matters and things and sign and submit necessary documents, deeds, instruments, letters including return of allotment in Form PAS-3 with the Registrar of Companies for and on behalf of the Company, to appear and/or make necessary application, statutory filings & returns in connection to the aforementioned resolution with various regulatory authorities wherever applicable including without limitation the Registrar of Companies and such other competent authorities as directors may in their absolute discretion deem it necessary or desirable.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to sign the certified true copies of the above resolutions. A certified true copy of the above resolutions be delivered to the subscriber for their record.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by Directors of the Company, may be furnished to any relevant person(s)/authority (ies) as and when required.”

“RESOLVED FURTHER THAT, all acts, deeds and matters performed by the Directors within the authority provided under this resolution shall be valid, enforceable and binding on the Company.”

//CERTIFIED TRUE COPY//

For **Rashi Peripherals Limited**
(Formerly known as Rashi Peripherals Private Limited)



Hinal Tejas Shah
Membership No.: F10869
Company Secretary & Compliance Officer
Place: Mumbai
Date: January 15, 2024

Registered Office:
Ariisto House, 5th Floor, Corner of Telli Galli,
Andheri (East) Mumbai MH 400069 IN

Corporate Identification Number (CIN) – U30007MH1989PLC051039
E-mail: hinal.shah@rptechindia.com

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF RASHI PERIPHERALS LIMITED (FORMERLY KNOWN AS RASHI PERIPHERALS PRIVATE LIMITED) ("COMPANY") HELD ON MONDAY, 15TH JANUARY, 2024 AT 10:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT ARIISTO HOUSE, 5TH FLOOR, CORNER OF TELLI GALLI, ANDHERI (EAST) MUMBAI MH 400069 VIA VIDEO CONFERENCING (VC) AND OTHER AUDIO VISUAL MEANS (OAVM).

TO FIX UP THE DATE, TIME AND VENUE FOR CONVENING THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE COMPANY AND APPROVE THE DRAFT NOTICE CONVENING THE SAME

"RESOLVED THAT, an Extraordinary General Meeting ("EGM") of the shareholders of Rashi Peripherals Limited (formerly known as Rashi Peripherals Private Limited)(the "Company") be convened to transact the business as stated in the notice circulated at shorter notice on January 15, 2024 at 2:30 PM via Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at the registered office of the Company situated at Ariisto House, 5th Floor, Corner of Telli Galli, Andheri (East) Mumbai 400069 and a draft of the notice convening the EGM along with the explanatory statement thereto ("Notice"), presented before the Board and initiated by the Chairman for the purpose of identification, be and is hereby approved and the Company Secretary and Compliance Officer, be and is hereby authorised to issue Notice for the EGM as per the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the approval of the members be obtained for holding the meeting at less than 21 days notice, as required under Section 101(1) of the Companies Act, 2013."

//CERTIFIED TRUE COPY//

**For Rashi Peripherals Limited
(Formerly known as Rashi Peripherals Private Limited)**



Hinal Tejas Shah
Membership No.: F10869
Company Secretary & Compliance Officer
Place: Mumbai
Date: January 15, 2024

Registered Office:
Ariisto House, 5th Floor, Corner of Telli Galli,
Andheri (East) Mumbai MH 400069 IN

Corporate Identification Number (CIN) – U30007MH1989PLC051039
E-mail: hinal.shah@rpotechindia.com

Rashi Peripherals Limited