



EXTRACT COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF RASHI PERIPHERALS LIMITED IN ITS BOARD MEETING HELD ON FRIDAY, 23<sup>RD</sup> SEPTEMBER, 2022 AT 5<sup>TH</sup> FLOOR, ARIISTO HOUSE, TELLI GALLI, ANDHERI (EAST), MUMBAI 400 069

TO CONSIDER AND APPROVE INITIAL PUBLIC OFFER (IPO) OF EQUITY SHARES OF THE COMPANY

“RESOLVED THAT, subject to the approval of the Shareholders through a special resolution in a General Meeting, and in accordance with and subject to the provisions of Section 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendments, statutory modification(s) or re-enactment thereof, for the time being in force), (collectively referred to as the “Companies Act, 2013”), and in accordance with, the Securities Contracts Regulation Act, 1956, as amended and the rules framed thereunder (“SCRA”), 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 (“SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999, as amended (the “FEMA”) including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other rules and regulations made thereunder, and other applicable laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders, if any, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) prescribed by the Government of India (“GOI”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) or any other competent authority from time to time, and any foreign investment law or policy or guidelines issued by 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 “Applicable Laws”) and, in accordance with the provisions of the Memorandum of Association of the Company and Articles of Association of the Company and the provisions of the uniform listing agreements to be entered into with Indian stock exchange(s) where the Equity shares of the Company of face value ₹5 each (the “Equity Shares”) are proposed to be listed (“Stock Exchanges”), and subject to the approval of relevant government, statutory and/or regulatory authorities, the SEBI, the Registrar of Companies, Maharashtra at Mumbai (“ROC”), the Stock Exchanges, RBI, the Department for Promotion of Industry and Internal Trade (“DPIIT”), Ministry of Commerce and Industry, GOI, and such other relevant statutory and other authorities and departments and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, the consent, approval and sanction of the Board of Directors of the Company (the “Board”, which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including powers conferred by this resolution) be and is hereby accorded and granted to undertake an initial public offering of Equity Shares and to create, issue, offer, and allot for cash Equity Shares up to an aggregate of ₹ 7,500 million pursuant to a fresh issue (the “Fresh Issue”) [(including a pre-IPO placement, if any)] and an offer for sale by certain existing Shareholders of the Company, for such number of Equity Shares held

**Rashi Peripherals Limited**

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conditions and in accordance with the Companies Act, 2013, the SEBI ICDR Regulations, and other applicable laws, and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalise and execute any document or agreement, including without limitation any private placement offer cum application letter, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of happening of Pre-IPO Placement, the size of the IPO would be reduced to the extent of such Pre-IPO Placement, subject to compliance with the minimum net offer size requirements prescribed under Regulation 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957.”

“**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 ICDR Regulations, as the Board may determine in consultation with the BRLMs.”

“**RESOLVED FURTHER THAT** the Equity Shares allotted / transferred pursuant to the IPO shall be listed on the Stock Exchanges.”

“**RESOLVED FURTHER THAT** subject to the approval of the Shareholders of the Company, the Board either by itself or through any other committee or sub-committee thereof constituted by the Board, be and is hereby authorized to do such acts, deeds and things as the Board or the committee or sub-committee thereof in its absolute discretion deems necessary or desirable in connection with the Offer.”

“**RESOLVED FURTHER THAT** the Equity Shares so allotted / transferred in the IPO 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, including any rights in respect of dividend payable for the entire year after the date of allotment.”

“**RESOLVED FURTHER THAT** the Board either by itself or through the IPO Committee thereof, be and is hereby authorised, on behalf of the Company at its sole discretion and in consultation with the BRLMs, to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees (the “Reservation”) or to provide a discount to the Offer price to retail individual bidders, eligible employees or such other eligible categories of investors (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 seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute

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discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.”

“RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer 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 shareholders shall pay interest on failure thereof, as per applicable law and in consultation with the BRLMs.”

//Certified True Copy//

For RASHI PERIPHERALS LIMITED  
(Formerly Known as Rashi Peripherals Private Limited)



Krishna Kumar Choudhary  
Whole- Time Director  
(DIN 00215919)



Place: Mumbai  
Date: 23/09/2022

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