

RENOL POLYCHEM LIMITED

(Formerly Known as Renol Polychem Private Limited)

Registered Office: 305 Sanskar, Heights Nr Ra, circle, 150 Ft Ring Rd, Mavdi, Rajkot, Gujarat, India, 360004

CIN: U22209GJ2024PLC147599 | Email Id: renolpolychem@gmail.com / Contact No. 9909281092

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF EXTRA GENERAL MEETING OF RENOL POLYCHEM LIMITED HELD ON FRIDAY 26TH DAY OF JULY, 2024 AT 2:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 305 SANSKAR HEIGHTS NR RA, CIRCLE 150 FT RING RD, MAVDI, RAJKOT, GUJARAT, INDIA, 360004

APPROVAL FOR INITIAL PUBLIC OFFER

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c), Section 23 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the rules made thereunder, as amended from time to time (collectively referred to as the Act) and Subject to the approval of the shareholders and provisions of the Memorandum of Association and Articles of Association of the Company and Listing Agreement to be entered into with the Stock Exchanges, where the Company's equity shares are proposed to be listed on SME platform of Stock Exchange and in accordance with the guidelines, notification of Government of India, Securities and Exchange Board of India (SEBI), the Registrar of Companies, Ahmedabad (ROC), Reserve Bank of India (RBI) and all other concerned statutory and other authorities and to the extent necessary, such other approvals, consents, permissions, sanctions and the like as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which shall include a duly authorized Committee for the time being exercising the powers conferred upon it by the Board including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956 ("SCRA"), 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") and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by SEBI including any other applicable laws, rules and regulations issued by competent authorities (the "Applicable Laws") the consent of the Members of the Company be and is hereby accorded, and the Board be and is hereby authorized to create, offer, issue and allot equity shares of the face value of Rs. 10/- (Rupees ten only) each, ranking pari passu with the existing equity shares of the Company (the Equity Shares), at par or at a premium, so however that the total amount to be raised including amount of securities premium by such offerings **shall not exceed Rs. 45 crores (Rupees Forty Five Crores Only)** (the Issue); 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 its sole discretion decide, through issue of offer documents (Initial Public Offer or IPO), Pre IPO placement or under Preferential Offer/ Allotment regulations of SEBI, and on the terms and conditions as the Board may in its absolute sole discretion decide including the price at which the equity shares are to be issued, at par or at premium and for cash or other consideration and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other Categories of investors on such terms and conditions as may be finalized by

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the Board and that the Board may realize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT all the new equity shares as aforesaid to be issue and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company. shall rank pari passu inter-se in all respects with the existing equity shares of the company.

RESOLVED FURTHER THAT in case of oversubscription no allotment shall be made by the Issuer In excess of the specified securities offered through the offer document: Provided that in case of oversubscription, an allotment of not more than 10% ten per cent of the net offer to public may be made for the purpose of making allotment in minimum lots [As per the Regulation 268 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018].

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute sole discretion may think most beneficial to the Company including offering or placing them with Banks/ Financial Institutions / Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute sole discretion decide.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, any of the Directors of the Company and/or any Committee of the Board be and are hereby authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), Merchant Banker (s), Registrar(s), any other intermediary/ intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Bhaveshbhai Mansukhbhai Harsoda (DIN: 09236516), Managing Director of the Company, Mrs. Ekta Pravinbhai Tank, (PAN: BDWPT8782L), Chief Financial Officer of the Company, Ms. Anjali Hukambhai Jeshani (DIN: 10692753), Non-executive director of the Company, Mr. Anandbhai Nalinbhai Pathak (Din: 10543800) And Mrs. Nikita Gaurav Tank (Din:

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10555187), Independent director of the Company. , Mr. Ankur Rastogi (Pan: ANQPR6185C) Company Secretary of the Company and/or any Committee of the Board are hereby severally authorized to execute and sign the documents including consent letter, power of attorney, listing agreements, certificates, file such forms with the ROC, etc., and to take such; action such give such directions, as may be necessary or desirable to give effect to this resolution and to do all such applications received in the Initial Public Offering, as are in the best interests of the Company and as may be required in connection with the above."

For and On Behalf of
Renol Polychem Limited

Bhavesh Harsoda

Bhaveshbhai Mansukhbhai Harsoda
Managing Director
DIN: 09236516
Date: 26/07/2024

RENOL POLYCHEM LIMITED

DIRECTOR

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THE EXPLANATORY STATEMENT BEING PART OF SPECIAL RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS

TO AUTHORISE FOR INITIAL PUBLIC OFFER

ITEM NO. 2

Members are requested to note that the Board of Directors of the Company at their meeting held on 26th July, 2024 considered and approved issue of such number of Equity Shares of face value of INR 10/- (Rupees Ten) each, up to an aggregate value of INR 45,00,00,000 (Rupees Forty-Five Crore Only), to a fresh issue (the "Fresh Issue") at a price to be determined in accordance with Book Building Process under the ICDR Regulations.

Members are requested to note that in terms of Section 62(1)(c) of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014 any issue of equity shares which are offered to the persons who may or may not be the existing shareholders of the Company, requires the approval of the shareholders of the Company by way of a Special Resolution. Accordingly, approval of the Members of the Company is sought in terms of Section 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed IPO.

The Board recommends the resolution set out-at Item No. 2 in the Notice to the Members for their consideration and approval by way of a Special Resolution. Except to the extent of the Equity Shares offered under Offer for Sale or subscribed under Fresh Issue, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.2 of the Notice

**For and On Behalf of
Renol Polychem Limited**



Naitik Bhaveshbhai Harsoda
Director
DIN: 10404190
Date: 21/06/2024

RENOL POLYCHEM LIMITED

DIRECTOR