



RULKA ELECTRICALS LTD

(MEP Project Contractor all over India)

(ISO - 9001 : 2015 Certified)

CIN U31103MH2013PLC243817

A-20, Shiva Industrial Estate, Lake Road, Bhandup (West) Mumbai - 400 078.
Phone No. 022 - 4974 2572 / 4974 2573 Email : projects@reelservices.com Website : www.reelservices.com

CERTIFIED TRUE COPY OF BOARD RESOLUTION PASSED IN THEIR MEETING BY THE BOARD OF DIRECTORS OF THE RULKA ELECTRICALS LIMITED DULY CONVENED AND AT WHICH A PROPER QUORUM WAS PRESENT HELD ON FRIDAY, 15TH SEPTEMBER, 2023 AT 10.00 A.M. AND CONCLUDED AT 10:45 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT A- 20, SHIVA INDUSTRIAL ESTATE CO. LTD., NEAR TATA POWER, BHANDUP WEST, MUMBAI – 400078

TO LIST EQUITY SHARES OF THE COMPANY BY WAY OF INITIAL PUBLIC ISSUE AND AN OFFER FOR SALE: -

The Chairman informed the Board that the Company intends to undertake an initial public offer of its equity shares of Rs. 10/- each (the 'Equity Shares') which shall comprise of afresh issue of Shares as decided by Board and offer for sale by selling shareholder of the Company namely, Abhay Kantilal Shah HUF (offering upto 2,80,800 Equity Shares in Initial Public Offer of our Company).

The Board deliberated on this matter and passed the following resolution:

“RESOLVED THAT, in terms of Section 62 (1) (c), Section 26 and 23(1) (a) other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities and departments if and to the extent necessary and such other approvals, permissions and sanctions as may be prescribed in granting such approvals, permissions and sanctions 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) as its sole discretion and subject to the consent of Shareholders, the consent of the Board of Directors be and is hereby accorded to create, offer, issue and allot to the public and to such person or persons, who may or may not be the Shareholders/ Members of the Company, to the general public at large and to other categories of investors viz. QIBs (FIIs, FIs, and other eligible entities as per SEBI Regulations), HNIs, Retail Investors, Employees of the Company, Non-resident Indians, Bodies Corporate or other entities as per the extant Regulations and to such other persons in one or more combinations thereof, from time to time in one or more tranches Rs. 40 Crores having Face value of Rs.10.00/- (Rupees Ten only) each for fresh issue at such premium and OFS as may be decided from time to time and to enlist Equity Shares on the recognized Stock Exchange(s) (including SME platform) as the Board of Directors of the Company may deem fit and proper, as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with Lead Manager (LM) on such terms and conditions including the number of shares to be issued, at par or at premium as may be finalized and approved by the Board in its absolute discretion in accordance with extant SEBI(ICDR) Regulations, 2018, as amended from time to time and any other applicable statute.”

“RESOLVED FURTHER THAT pursuant sections 28 of the Companies Act, 2013 and rules 8 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any statutory modifications or re-enactment(s) thereof for the time being in force), and the provisions of the Memorandum of Association and Articles of Association of the Company, SEBI (LODR), 2015 and the Listing agreement to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed and subject to the consent of the Shareholders in the Extra Ordinary General Meeting, Securities and Exchange Board of India (“SEBI”), Government of India (“GOI”), Reserve Bank of India, the foreign



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Investment Promotion Board and / or such other approvals, permissions and sanctions 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 or sub-committee thereof for the time being exercising the powers conferred by the Board), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable SEBI regulations and guidelines, the Board approves the Offer for sale of such number of Equity Shares which may be offered for sale by selling shareholder of the Company, at a price to be determined by the book build Process in terms of the SEBI ICDR Regulations, or other provisions of law as may be prevailing at that time.

"RESOLVED FURTHER THAT the new equity shares so issued shall upon allotment shall have the same rights of voting as the equity shares and be treated for all other purposes pari passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for fresh issue of shares and offer for sale, the Board be and is hereby authorized to do all such acts, deeds, things and matters of whatsoever nature that may be incidental thereto, including but not limited to appointment of Lead Manager (s), Legal Advisor, Syndicate Member(s), Underwriter(s), Market Maker(s), Depository (ies), Registrars and other agencies as may be involved in or concerned in such Public issue and to remunerate all such agencies by way of commission, brokerage, fees or otherwise, by way of entering into agreement or otherwise and to settle any question, doubt or difficulty that may arise in regard to the issue, offer and allotment of the said shares."

RESOLVED FURTHER THAT Directors of the Company be and is hereby severally authorized to finalize the terms and conditions in connection with their appointments and to take all the necessary steps including filing of E-forms with Registrar of Companies through Ministry of Corporate Affairs and to all such acts which are required for giving effect to this resolution."

CERTIFIED TRUE COPY

FOR RULKA ELECTRICALS LIMITED

Nitin Indrakumar Aher
Whole Time Director
DIN:06546905