



EXPORTERS & IMPORTERS

(A GOVERNMENT OF INDIA RECOGNISED STAR TRADING HOUSE)

(AN ISO 9001:2008 CERTIFIED COMPANY)

(CIN : L51909MH2005PLC155765)

301-A, Aurus Chambers, S. S. Amrutwar Lane,
Near Mahindra Tower, Worli, Mumbai - 400 013.

Phone : 2499 9021 / 2499 9022

Fax : 91-22-2499 9024 / 27

Website : www.sakumaexportsltd.com

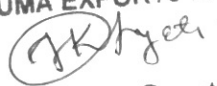
Email : info@sakumaexportsltd.com

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SAKUMA EXPORTS LIMITED HELD ON TUESDAY, 21st JUNE, 2022 AT 12: NOON. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT AURUS CHAMBER, A 301, NEAR MAHINDRA TOWER, S. S. AMRUTWAR LANE, WORLI, MUMBAI: 400 013.

ISSUE OF EQUITY SHARES ON RIGHT ISSUE BASIS

“RESOLVED THAT pursuant to the provisions of Section 62, Section 23(1)(c) and other applicable provisions of the Companies Act, 2013, along with the rules made thereunder, each as amended ("Companies Act") and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, rules, regulations made thereunder and any other provisions of applicable law, and subject to other approvals, permissions and sanctions of Securities and Exchange Board of India ("SEBI"), the stock exchange where the equity shares of the Company ("Equity Shares") are listed (the "Stock Exchange"), the Reserve Bank of India, the Ministry of Corporate Affairs, the Government of India and any other concerned Statutory or regulatory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the consent of the Board of Directors of the Company ("Board") be and is hereby accorded to offer, issue and allot equity shares at such price to be decided by the Board or its Committee to be constituted, for an amount not **exceeding to Rs. 300 Crores** by way of a rights issue to the existing shareholders of the Company in such ratio to be decided by the Board of Directors/ Committee held by the shareholders as on a record date ("Shareholders"), to be decided at a later date on such other terms and conditions as may be mentioned in the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, and/ or Application Forms to be issued by the Company in respect of the Rights Issue (collectively referred to as "Issue Documents"), to list the Equity Shares allotted pursuant to the Rights Issue, on the Stock Exchange and on such other terms and conditions as may be mentioned in the Issue Documents.

For SAKUMA EXPORTS LTD.


Company Secretary





SAKUMA EXPORTS LTD.

RESOLVED FURTHER THAT all Securities so offered, issued and allotted by way of the Rights Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares so offered, issued and allotted by way of the Right Issue shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the Rights Issue, Mr. Saurabh Malhotra Managing Director, is hereby authorized to do the following, if necessary:

- I. to negotiate, finalise, settle and execute the issue agreement, registrar agreement, monitoring agency agreement, ad-agency agreement, banker to the issue agreement and any other agreement with an intermediary and all other necessary documents, deeds, agreements and instruments in relation to the Rights Issue, including but not limited to any amendments/ modifications thereto;
- II. to take necessary actions and steps for obtaining relevant approvals the Stock Exchange, or such other authorities, whether regulatory or otherwise, as may be necessary in relation to the Rights issue;
- III. to finalise the Issue Documents and any other documents as may be required and to file the same with SEBI, Stock Exchange and other concerned authorities and issue the same to the Shareholders of the Company or any other person in terms of the Issue Documents or any other agreement entered into by the Company in the ordinary course of business;
- IV. to approve, finalize and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s)/ supplement(s)/ corrigenda required to be issued in terms of SEBI ICDR Regulations or other applicable SEBI guidelines and regulations or in compliance with any direction from SEBI and/or such other applicable authorities;
- V. to decide in accordance with applicable law, the terms of the Rights Issue and other terms and conditions for issuance of the Equity Share to be offered in the Rights Issue, and suitably vary the size of the Rights Issue, if required;
- VI. to apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of the Rights Issue (in favour of the parties willing to subscribe to the same);
 - I. to fix the record date for the purpose of the Rights Issue for ascertaining the names of the eligible Shareholders who will be entitled to the Equity Shares, in consultation with the Stock Exchanges;
 - II. to decide in accordance with applicable law on the date and timing of opening and closing of the Rights Issue and to extend, vary or alter or withdraw the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, the Stock Exchange or other authorities from time to time;

For SAKUMA EXPORTS LTD.


Company Secretary





SAKUMA EXPORTS LTD.

- III. to decide in accordance with applicable law, the terms of the Rights Issue, including the nature of the Securities, the total number, issue price and other terms and conditions for issuance of the Securities to be offered in the Rights Issue, and suitably vary the size of the Rights Issue, if required, in consultation with the Lead Manager(s);
- IV. to decide the rights entitlement ratio in terms of number of Securities which each existing Shareholder on the record date will be entitled to, in proportion to the Securities held by the eligible Shareholder on such date;
- I. to issue and allot Securities in consultation with the registrar and the Stock Exchanges and to do all necessary acts, execution of documents, undertakings, etc. with National Securities Depository Limited and Central Depository Services (India) Limited, in connection with admitting the Equity Shares issued in the Rights Issue;

RESOLVED FURTHER THAT Mr. Saurabh Malhotra Managing Director, be and are hereby authorised to generally do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient in connection with this resolution, including effecting any modifications or changes to the foregoing (including modification to the terms of the issue) making necessary filings with SEBI, the Stock Exchange and any other regulatory authorities and execution of any documents or agreements on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional advisors, consultants and legal advisors and take all other steps which may be incidental, consequential, relevant or ancillary, to give effect to this resolution.

RESOLVED FURTHER THAT the Equity Shares to be allotted pursuant to the Rights Issue shall be listed on BSE Limited and NSE Limited that Mr. Saurabh Malhotra Managing Director, or Company Secretary, be and are hereby severally or jointly authorised to sign necessary application forms and other documents/ papers and take such action as may be required in this regard."

FOR SAKUMA EXPORTS LIMITED

Khyati Jobanputra

Company Secretary and Compliance Officer

