

PLATINUM.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT MEETING OF THE BOARD OF DIRECTORS OF THE PLATINUM INDUSTRIES LIMITED (FORMERLY KNOWN AS PLATINUM INDUSTRIES PRIVATE LIMITED) HELD ON MONDAY, 03RD JULY, 2023 AT THE REGISTERED OFFICE SITUATED AT UNIT NO. 841, BUILDING NO. 8, SOLITAIRE CORPORATE PARK, CHAKALA, ANDHERI EAST, MUMBAI, MAHARASHTRA – 400093 AT 11.00 A.M.

TO RE-CONSIDER THE RESOLUTION FOR ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER)

The Board at their meeting held on 12th June, 2023 unanimously approved the Resolution for Issue and Allotment of Equity shares to the Public through Initial Public offer (IPO) Process and in compliance with the requirements of section 117 read with section 173 of the companies Act, 2013 MGT-14 for the same was also filed with the office of Registrar of companies, Mumbai vide SRN: AA2934289 dated 22nd June, 2023.

“RESOLVED THAT in supersession of the resolution passed by the Board at its meeting held on 12th June, 2023 and pursuant to provisions of Section 23, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules and regulations made thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) (**“Companies Act, 2013**), the Securities Contract (Regulation) Act, 1956, as amended (**“SCRA”**), the rules and regulations framed thereunder including the Securities Contract (Regulations) Rules, 1957 (**“SCRR”**), 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 (**“Listing Regulations”**) and other applicable Securities and Exchange Board of India (**“SEBI”**) regulations and guidelines, the Foreign Exchange Management Act, 1999, as amended (**“FEMA”**) and the rules and regulations made thereunder and other applicable laws, rules, regulations, policies or guidelines including the rules, regulation, guidelines, notifications, circulars, if any, prescribed by the Government of India (**“GOI”**), any foreign investment laws, policy or guidelines in India, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreement(s) to be entered into with the stock exchange(s), as amended and subject to the approval of relevant government, statutory and/or regulatory authorities, including but not limited to the Department for Promotion of Industry and Internal Trade (**“DPIIT”**), Government of India (**“GOI”**), SEBI, the Reserve Bank of India (**“RBI”**), the relevant Registrar of Companies (**“ROC”**), the relevant stock exchanges and all other concerned statutory and other authorities, if any required and to the extent such other approvals, permissions and sanctions, as may be necessary, including any consent or approval under any contract or agreement and subject to such conditions and modifications as may be

Corporate Office

Unit No. 841, Building No. 8, Solitaire Corporate Park, Chakala, Andheri (E), Mumbai - 400 093, India
022 49732818 . 022 28390688/97/98

prescribed or imposed by any of them while 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 shall include a duly authorized Committee thereof for the time being exercising the powers conferred upon it by the Board) and subject to the approval of the members of the Company, consent of the Board be and is hereby accorded to create, offer, issue and allot upto 1,60,00,000 (One Crore and Sixty Lakh) equity shares of the face value of Rs. 10/- each, to be issued at par or at premium in accordance with the provisions of SEBI ICDR Regulations for cash, as and by way of an Initial Public Issue (“**Issue**” or “**IPO**”) in such manner as the Board may in its discretion, deem fit, in consultation with lead managers, underwriters, and/ or other advisors through the Book Building Process or Fixed Price process on such terms as may be deemed appropriate by the Board.

RESOLVED FURTHER THAT subject to approval of the members and provisions of the applicable law, consent of the Board be and is hereby given to make available for allocation, a portion of the IPO to any category(ies) of persons permitted under applicable law, including without limitation, eligible employees and/or shareholders of group companies (the “**Reservation**”) or to provide a discount to the issue price to retail individual investors or eligible employees (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 negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigendum thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT subject to approval and consent of the members of the Company, in accordance with the provisions of Section 23, Section 42, Section 62(1)(c) and any other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws and subject to such further corporate and other approvals as may be required, the Board be and is hereby authorized to enable the Company to include a Pre-IPO Placement (defined hereinafter) component which shall be through an issuance of equity shares, including by way of a preferential issue or any other method as may be permitted under the Applicable Laws to any persons, aggregating upto ₹ 150.00 million on such terms as may be decided by the Board, in consultation with the BRLM, determined in light of the then prevailing market conditions (the “**Pre-IPO Placement**”). If the Pre-IPO Placement is through a preferential issue, then such preferential issue including the terms thereof shall be subject to a further approval of the members in accordance with the applicable provisions of the Companies Act, 2013, as amended, and the rules made thereunder. The Pre-IPO Placement, if considered, would be completed post filing of the Draft Red Herring Prospectus with SEBI and prior to filing

of the Red Herring Prospectus with the RoC. As and when the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Applicable Laws.

RESOLVED FURTHER THAT the Equity Shares allotted pursuant to the Issue as aforesaid along with the existing Equity Shares of the Company shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Equity Shares allotted pursuant to the Issue as aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT over subscription to the extent of 1% of the Offer be retained for the purpose of rounding off while finalizing the basis of allotment.

RESOLVED FURTHER THAT subject to the approval of the members and the provisions of the applicable law, consent of the Board be and is hereby accorded to finalize, approve and execute the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus (the "**Offer Documents**"), negotiate, prepare, file, finalize, modify, reapply, redo, execute and make necessary changes thereto and do all such acts and deeds that are necessary in respect of the Offer Document, form of application, appointment of Book Running Lead Manager(s) to the Issue, Registrar to the Issue, Bankers to the Issue, Depository Participant, Custodians, Legal Advisors to the Issue, Underwriter(s), and other intermediaries, as may be required in terms of the provisions of the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed issue, enter into stand-by-arrangement with Brokers/ Bankers/ Merchant Bankers for the whole or the part of the Issue and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities, and to ratify any appointment as aforesaid and to do all such acts, deeds and things as the aforesaid Director may, in his sole discretion, deem necessary and settle any or all matters arising with respect to the Issue, allotment and utilization of the proceeds of the issue of Equity Shares and further do all such acts, deeds and things and finalize and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to resolutions pertaining to the proposed Initial Public Offering, without requiring any further approval of the members to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchanges;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred in such manner as it may deem fit including delegation of powers to a committee of the Board for the time being exercising the powers conferred

upon it by the Board and for that purpose, to constitute a committee (IPO Committee or by whatever name called) in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Krishna Dushyant Rana and Mrs. Parul Krishna Rana, directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as they may in their absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.

RESOLVED FURTHER THAT the certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required."

//CERTIFIED TRUE COPY//

PLATINUM INDUSTRIES LIMITED

(Formerly known as PLATINUM INDUSTRIES PRIVATE LIMITED)

(CIN: U24299MH2020PLC341637)

Ph...


PARUL KRISHNA RANA

DIRECTOR

DIN: 07546822

DATE: 03.07.2023

PLACE: Mumbai

PLATINUM.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF PLATINUM INDUSTRIES LIMITED (FORMERLY KNOWN AS PLATINUM INDUSTRIES PRIVATE LIMITED) HELD ON WEDNESDAY, 05TH JULY, 2023 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO. 841, BUILDING NO. 8, SOLITAIRE CORPORATE PARK, CHAKALA, ANDHERI EAST, MUMBAI, MAHARASHTRA – 400093 AT 11.00 A.M.

ITEM NO. 1: ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER)

“RESOLVED THAT in supersession of the resolution passed by the Shareholders at its meeting held on 14th June, 2023 and pursuant to the provisions of Section 23, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules and regulations made thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) (“**Companies Act, 2013**”), the Securities Contract (Regulation) Act, 1956, as amended (“**SCRA**”), and the rules and regulations framed thereunder including the Securities Contract (Regulations) Rules, 1957 (“**SCRR**”), 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 (“**Listing Regulations**”) and other applicable Securities and Exchange Board of India (“**SEBI**”) regulations and guidelines, the Foreign Exchange Management Act, 1999, as amended (“**FEMA**”) and the rules and regulations made thereunder and other applicable laws, rules, regulations, policies or guidelines including the rules, regulation, guidelines, notifications, circulars, if any, prescribed by the Government of India (“**GOI**”), any foreign investment laws, policy or guidelines in India, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreement(s) to be entered into with the stock exchange(s), as amended and subject to the approval of relevant government, statutory and/ or regulatory authorities, including but not limited to the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), Government of India (“**GOI**”), SEBI, the Reserve Bank of India (“**RBI**”), the relevant Registrar of Companies (“**ROC**”), the relevant stock exchanges and all other concerned statutory and other authorities, if any required, and to the extent such other approvals, permissions and sanctions, as may be necessary, including any consent or approval under any contract or agreement and subject to such conditions and modifications as may be prescribed or imposed by any of them while 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 shall include a duly authorized Committee thereof for the time being exercising the powers conferred upon it by the Board) the consent of the members be and is hereby accorded to the Board to create, offer, issue and allot upto 1,60,00,000 (One Crore and Sixty Lakh only) equity shares of the face value of Rs. 10/- each, to be issued at par or at premium in accordance with the provisions of SEBI ICDR Regulations for cash as and by way of an Initial Public Issue or Offering (“**Issue**” or “**IPO**”) in such manner as the Board may in its discretion, deem fit, in consultation with lead managers, underwriters, and/ or other advisors through the Book Building Process or Fixed Price process on such terms as may be deemed appropriate by the Board.

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RESOLVED FURTHER THAT subject to the provisions of the applicable law, approval of members be and is hereby accorded, to make available for allocation, a portion of the IPO to any category(ies) of persons permitted under applicable law, including without limitation, eligible employees and/or shareholders of group companies (the “**Reservation**”) or to provide a discount to the issue price to retail individual investors or eligible employees (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 negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT in accordance with the provisions of Section 23, Section 42, Section 62(1)(c) and any other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws, the consent and approval of the shareholders be and is hereby accorded to authorized to enable the Company to include a Pre-IPO Placement (defined hereinafter) component which shall be through an issuance of equity shares, including by way of a preferential issue or any other method as may be permitted under the Applicable Laws to any persons, aggregating upto ₹ 150.00 million on such terms as may be decided by the Board, in consultation with the BRLM, determined in light of the then prevailing market conditions (the “**Pre-IPO Placement**”). If the Pre-IPO Placement is through a preferential issue, then such preferential issue including the terms thereof shall be subject to a further approval of the members in accordance with the applicable provisions of the Companies Act, 2013, as amended, and the rules made thereunder. The Pre-IPO Placement, if considered, would be completed post filing of the Draft Red Herring Prospectus with SEBI and prior to filing of the Red Herring Prospectus with the RoC. As and when the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Applicable Laws.

RESOLVED FURTHER THAT the Equity Shares allotted pursuant to the Issue as aforesaid along with the existing Equity Shares of the Company shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT all the new equity shares as aforesaid to be offered and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu inter se* in all respects with the then existing equity shares of the Company except as otherwise provided pursuant to the terms of the Offer in any of the Offer documents.

RESOLVED FURTHER THAT over subscription to the extent of 1% of the Offer be retained for the purpose of rounding off while finalizing the basis of allotment.

RESOLVED FURTHER THAT subject to the provisions of the applicable law, consent of the members be and is hereby accorded to the Board to finalize, approve and execute the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus (the “**Offer Documents**”), negotiate, prepare, file, finalize, modify, reapply, redo, execute and make necessary changes thereto and do all such acts and deeds that are necessary in respect of the Offer Document, application form, appointment of Book Running Lead Manager(s) to the Issue, Registrar to the Issue, Bankers to the Issue, Depository Participant, Custodians, Legal Advisors to the Issue, Underwriter(s), and other intermediaries as may be required in terms of the provisions of the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed issue, enter into stand-by-arrangement with Brokers/ Bankers/ Merchant Bankers for the whole or the part of the Issue and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities and to ratify any appointment as aforesaid and to do all such acts, deeds and things as the aforesaid Director may, in his sole discretion, deem necessary and settle any or all matters arising with respect to the Issue, allotment and utilization of the proceeds of the issue of Equity Shares and further do all such acts, deeds and things and finalize and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to resolutions pertaining to the proposed Initial Public Offering, without requiring any further approval of the members to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred in such manner as it may deem fit including delegation of powers to a committee of the Board for the time being exercising the powers conferred upon it by the Board and for that purpose, to constitute a committee (IPO Committee) in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as they may in their absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.

RESOLVED FURTHER THAT the certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required.”

//CERTIFIED TRUE COPY//

PLATINUM INDUSTRIES LIMITED

(Formerly known as PLATINUM INDUSTRIES PRIVATE LIMITED)

(CIN: U24299MH2020PLC341637)



PARUL KRISHNA RANA

DIRECTOR

DIN: 07546822

DATE: 05.07.2023

PLACE: Mumbai

PLATINUM.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the EGM of the Company.

ITEM NO. 1: ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER):

In order to further meet the funding requirements of the Company so as to facilitate growth, the Board of Directors of your Company propose to make an Initial Public Offer of equity shares through a fresh issue of equity shares not exceeding 1,60,00,000 (One Crore and Sixty Lakh only) equity shares of face value of ₹ 10/- (Rupees Ten only) each or such other equity shares as may be decided by the Board at such price as may be determined in any mode whether through Book- Building or fixed price mechanism in consultation with the merchant banker(s) or any other advisor(s) and by following the procedures stated in the provisions of Section 23, Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof) and the Rules framed there under, the provisions of the Securities Contracts Regulations Act, 1956 and the Rules framed there under, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the SEBI (ICDR) Regulations"). The shares would be eligible for being listed on recognized Stock Exchanges in India.

The details regarding number of shares to be offered/ offer price shall be decided in consultation with the book running lead manager(s).

Additionally, to the extent the above requires amendments to be made, in terms of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the SEBI (ICDR) Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

The Board recommends this resolution as set forth in Item 1 of the accompanying notice for approval of the members of the Company by way of **Special Resolution**.

None of the Directors of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

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PLATINUM INDUSTRIES LIMITED

(Formerly known as PLATINUM INDUSTRIES PRIVATE LIMITED)

(CIN: U24299MH2020PLC341637)

PARUL KRISHNA RANA

DIRECTOR

DIN: 07546822

DATE: 03.07.2023

PLACE: Mumbai

Corporate Office

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