

**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF META INFOTECH LIMITED ("THE COMPANY") HELD ON FRIDAY, 06<sup>TH</sup> DAY OF DECEMBER 2024 AT ITS REGISTERED OFFICE AT 118/119, FIRST FLOOR, ACKRUTI STAR, OPPOSITE ACKRUTI CENTRE POINT, MIDC, ANDHERI (E), MUMBAI-400093, MAHARASHTRA, INDIA AT 01:00 PM**

**ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER) AND SALE OF EQUITY SHARES OF THE COMPANY BY WAY OF AN OFFER FOR SALE**

**"RESOLVED THAT** in supersession to the earlier resolution passed in the extra-ordinary general meeting held on November 28, 2024, in terms of Sections 62 (1)(c) and 23(1)(a) and 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 the consent of the Members of the Company be and is hereby accorded to the Board of Directors for an initial public offering up to 49,80,000 (Forty Nine Lakh and Eighty Thousand) Equity Shares and to create, offer, issue/transfer and allot up to 12,45,000 (Twelve Lakh Forty Five Thousand) Equity Shares by way of a fresh issue (the **"Fresh Issue"**) together with an offer for sale up to 37,35,000 (Thirty-Seven Lakh Thirty-Five Thousand) Equity Shares. Such offer for sale being referred as the **"Offer for Sale"**, together with Fresh Issue, is referred to as **"the Offer"** to list the Equity Shares on the recognized Stock Exchange(s) (including SME platform). The Offer for Sale includes 37,35,000 (Thirty-Seven Lakh Thirty-Five Thousand) Equity Shares by Mr. Venu Gopal Peruri (the **"Promoter Selling Shareholder"**) on such terms and conditions, in such manner and during such period 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, Retails 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 such number of Equity Shares having Face value of Rs.10.00 each at a price to be determined by the Book Building process in terms of the SEBI ICDR Regulations at such premium, as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with Book Running Lead Manager/ Lead Manager (BRLM/ 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 consultation with the BRLM 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** the Board may, in the offer made in furtherance to the aforesaid resolutions, make reservation out of the offer to such category(ies) of persons as permitted under the SEBI (ICDR) Regulations, including but not limited to permanent employees of the Company, up to a maximum limit as permitted in terms of the SEBI (ICDR) Regulations."

**"RESOLVED FURTHER THAT** in terms of the Companies Act, 2013 and all other applicable provisions of the Act, the SEBI (ICDR) Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorised at its option to retain an over-subscription to the extent of 1% of the offer for the purpose of rounding off."

**"RESOLVED FURTHER THAT** the Equity Shares to be allotted in the offer shall continue to be subject to the Memorandum of Association and Articles of Associations of the Company and shall continue to rank pari passu in all respects with the existing Equity Shares that are not being offered for sale in the Offer, including rights in respect of dividend."

**Meta Infotech Limited**

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**“RESOLVED FURTHER THAT** for the purpose of giving effect to any transfer of Equity Shares, the Board or any committee thereof be and is hereby authorized to determine along with the Promoter Selling Shareholder as may be applicable the terms of the Offer including the class of investors to whom the securities are to be allotted, offer price, including discounts(s) if any permitted under applicable law, listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as it may , in its absolute discretion, deem necessary, proper, desirable and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the offering and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may , in its absolute discretions, deem fit and proper in the best interest of the Company.”

**“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, 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 Transfer Agent (RTA) 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.”

**//Certified True Copy//**

**For and on behalf of Board of Directors,  
META INFOTECH LIMITED**

  
**Venu Gopal Peruri**  
**Managing Director**  
**DIN: 01179369**



**Date: December 06, 2024**

**Place: Mumbai**