

# **VYARA TILES LIMITED**

*(Formerly known as Vyara Tiles Private Limited)*

**CIN:** U26930GJ1989PLC011911

**Reg. office:** 903-904, Rajhans Montessa, Nr. Le Meridian Hotel, Dumas Road  
Magdalla, Surat, Gujarat - 395 007

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF VYARA TILES LIMITED (FORMERLY KNOWN AS VYARA TILES PRIVATE LIMITED) HELD ON MONDAY THE 10<sup>TH</sup> DAY OF MARCH, 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF COMPANY AT 903-904, RAJHANS MONTESSA, NR. LE MERIDIAN HOTEL, DUMAS ROAD, MAGDALLA, SURAT, GUJARAT - 395 007.**

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## **TO APPROVE INITIAL PUBLIC OFFER (IPO) OF EQUITY SHARES OF THE COMPANY**

**“RESOLVED THAT** pursuant to provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and all other applicable rules made thereunder, including the Companies (Share Capital and Debenture) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory amendments / modifications thereto or re-enactment thereof, for the time being in force) (collectively the “Companies Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed (the “Companies Act, 1956”), the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”), and the rules framed thereunder (including any amendment thereto or re-enactment thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”), the listing agreements to be entered into between the Company and respective stock exchange where the equity shares of the Company having face value of Rs. 10/- (“Equity Shares”) are proposed to be listed (“Listing Agreements”) the Foreign Exchange Management Act, 1999 (“FEMA”) as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside

India) Regulations, 2000, as amended and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Government of India ("GOI"), Department of Industrial Policy and Promotion, Government of India ("DIPP") the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Stock Exchange, the Registrar of Companies, the Department of Economic Affairs, the Ministry of Finance and/or any other competent authorities ("Competent Authorities") and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be required from such Competent Authorities and subject to such condition(s) and modification(s) as may be prescribed, stipulated or imposed by such Competent Authorities while granting such approval(s), consent(s), permission(s) and sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board") which expressions shall deemed to include any committee(s), constituted/to be constituted by the Board and/or any Director(s) of the Company, delegated with the powers necessary for the purpose, to exercise its powers including the powers conferred by this resolution), consent of members be and is hereby granted for an initial public offering of the equity shares of the Company, 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) (the "Equity Shares") each for an aggregate of up to 44,00,000 (Forty Four Lakhs Only) Equity Shares by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company, including the issue and allotment of Equity Shares to the stabilizing agent pursuant to the green shoe option, if any, in terms of the SEBI (ICDR) Regulations), to such person or persons, who may or may not be the members of the Company and as the Board may, at its sole discretion, decide in consultation with the Book Running Lead Manager/s ("BRLMs"), so appointed including foreign/ resident investors, eligible Foreign Institutional Investors ("FIIs"), Foreign Portfolio Investors ("FPIs"), sub-accounts of eligible FIIs/FPIs, Foreign Venture Capital Investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, qualified institutional buyers, eligible employees of the Company, retail investors, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, and such other persons in one or more combinations thereof, and/ or any other categories of investors ("Issue" / "Initial Public Offer" / "IPO"), which shall include, reservation of a certain number of Equity Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), the price including the premium to be determined through the book building process or through a fixed price, in one or more tranches and in the manner, and on the terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the BRLMs, whether the price at which the Equity Shares are to be issued, at par or at premium and whether for cash or other





consideration, including discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the 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 the Board, in consultation with the BRLMs, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the equity shares on the stock exchange/s as may be decided by the Board from time to time.

**RESOLVED FURTHER THAT** allotment of a portion of the Issue be made to high net worth individuals or such other investors as Pre IPO Placement, as may be determined by the Company in its absolute discretion, at such price as the Company may determine in light of the then prevailing market conditions in accordance with the Applicable Laws and the Board to take any and all action in connection with the Pre-IPO Placement, from time to time, in its absolute discretion, including, without limitation, negotiate, finalize and execute any document or agreement, in preliminary or final form, and any amendments, supplements, notices or corrigenda thereto; open any bank account, shares/securities account or escrow or custodian account, as permitted under Applicable Laws; 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, deem necessary, proper, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

**RESOLVED FURTHER THAT** All the monies received out of the issue of shares to the public shall be transferred to separate bank account other than the bank account referred to in Sub-section (3) of Section 73 of the Act; Details of all monies utilised out of the Issue referred to in sub-item 1 above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised; and Details of all unutilised monies out of the issue of shares, if any, referred to in sub-item 1 above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to engage the services of or appoint and enter into arrangements with Solicitor(s), Advocate(s), Legal Advisor(s), Merchant Banker(s), Broker(s), Market Maker(s), Registrar and Transfer Agent(s), Guarantor(s), Depository(s), Custodian(s), and any such other agencies to act as Lead Manager(s), Market Maker(s), Underwriter(s), Registrar(s), Stabilising Agent for the purposes





of the green shoe option, if any, Escrow Collection Banker(s)/ Collection Banker(s) or in any other capacity or to advise or to certify any matter relating to Company's accounts or otherwise, and to negotiate and finalise the terms of their appointment, including but not limited to changing and/or substituting any one or more of the above agencies, negotiating, finalising and executing the Agreement/Memorandum of Understanding with the Lead Manager(s), Registrar(s) to the Issue, Market Maker(s), Underwriter(s), including terms of appointment and remuneration of the agencies by way of commission, brokerage, fees or otherwise as the Board may in its absolute discretion deem appropriate.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to approve the Draft Red Herring Prospectus/Draft Prospectus, Red Herring Prospectus as well as the Prospectus for the proposed issue of Equity Shares and to authorise any Director or Directors of the Company or any other Officer or Officers of the Company to sign the above documents for and on behalf of the Company together with the authority to vary, amend or modify the same as such authorised person may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates and/or authorities as may, in the opinion of such authorised persons, be required from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to the directors of the Company to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the BRLMs or SEBI or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the Company to seek listing of Equity Shares on SME Platform of any one of the Nationwide Stock Exchanges viz, BSE Limited or National Stock Exchange of India Limited.

**RESOLVED FURTHER THAT** the Equity Shares issued and allotted pursuant to the Issue, including any Pre-IPO Placement, Reservation shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares of the Company, except as otherwise provided pursuant to the terms of the Issue and in any offering document.





**RESOLVED FURTHER THAT** such of the Equity Shares to be issued as are not subscribed in the Issue may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, deem 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 discretion, deem fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised to the directors of the Company on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares including the number of Equity Shares that may be offered and proportion thereof, timing for issuance of such Equity Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, market making, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft red herring prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchange and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to the directors of the company on behalf of the Company to delegate all or any of the powers herein conferred in





such manner as it may deem fit for the purpose of giving effect to the above resolutions and any issue and allotment of Equity shares pursuant to the IPO, the Board and any other committee thereof, be and is hereby authorized to determine the terms of the IPO including the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, issue price, premium amount, discount to retail individual bidders, listing on one or more stock exchange in India as the Board in its absolute discretion deems fit and do all such acts deeds, matters and things and to negotiate, finalize and execute such deeds, documents and agreements' as it may, in its absolute discretion, deem necessary proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, issue, allotment and utilization of IPO proceeds, if applicable and such other activities as may be necessary in relation to the IPO and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions of the IPO as may be required by SEBI, the LMs, syndicate members or other authorities or agencies involved in or concerned with the IPO or as the Board in its absolute discretion deem fit and proper in the best interest of the Company, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in this behalf.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all other acts of things as may be necessary appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the IPO; and any such documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be;

**RESOLVED FURTHER THAT** any of the Director and Company Secretary of the Company be and are hereby authorized to file the required forms with the Registrar of Companies, to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company.



**RESOLVED FURTHER THAT** 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--*

**For VYARA TILES LIMITED**



Mehul Padamkumar Jain

**Managing Director**

**DIN:** 00119612

**Add:** 9/B, Ratna Anushri Appartments  
Near Umrigar School, SVR College, Umra  
Surat, Gujarat – 395 007

**Date:** 10.03.2025

**Place:** Surat