



SLONE INFOSYSTEMS LIMITED

(formerly known as "Slone Infosystems Private Limited")

CIN: U72900MH2022PLC396387

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF SLONE INFOSYSTEMS LIMITED HELD ON FRIDAY, 29TH DECEMBER, 2023 AT 02:30 PM AT GROUND FLOOR MOHINI HEIGHTS CHS LTD5 RD KHAR W BEHIND RAJASTHAN HOTEL, KHAR DELIVERY, MUMBAI, MUMBAI, MAHARASHTRA, INDIA, 400052

APPROVAL OF RAISING CAPITAL THROUGH AN INITIAL PUBLIC OFFERING OF THE EQUITY SHARES

"RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations notified thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the "Companies Act"), the Securities Contracts (Regulation) Act, 1956, as amended, in each instance, including the rules, regulations, circulars, guidelines issued thereunder, each as amended, Chapter IX governing Initial Public Offering by the Small and Medium Enterprises and such other applicable provisions, if any, of 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 ("SEBI LODR Regulations"), and other applicable regulations and guidelines issued by the Securities and Exchange Board of India, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder, and any other applicable laws, rules, regulations, policies, guidelines including any foreign investment law, clarifications, directions, circulars, orders and notifications issued by the Government of India ("GoI"), including the Department for Promotion of Industry and Internal Trade, the jurisdictional Registrar of Companies ("RoC"), Securities and Exchange Board of India ("SEBI"), the Department of Economic Affairs, Ministry of Finance, Government of India ("DEA"), Reserve Bank of India ("RBI") or Stock Exchanges and any other applicable laws, policies, rules and regulations, in India or outside India (collectively, the "Applicable Laws"), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreements to be entered into between the Company and the recognised stock exchange of India where the Equity Shares are proposed to be listed ("Stock Exchange"), and subject to any approvals from the GoI, the RoC, SEBI, RBI and any other appropriate governmental, statutory and regulatory authorities of India ("Regulatory Authorities") and any third parties, and such other approvals, consents, waivers, permissions and sanctions as may be required from the Regulatory Authorities and such third parties (if any) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, waivers, permissions and sanctions, and which may be agreed to by the Board (which term shall include a duly authorised committee thereof for the time being exercising the powers

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conferred by the Board including the powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer and allot upto 15,00,000/-number of Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the fresh issue aggregates up to Rs. 12,00,00,000/- ("Fresh Issue") (with an option to the Company to retain an over-subscription to the extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment) including the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any in terms of the SEBI ICDR Regulations at a price of **Rs. 79/-**("Issue Price"), including premium of **Rs. 69/-** per Equity Share, for cash, in accordance with the SEBI ICDR Regulations, out of the authorised capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may decide, Hindu undivided families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance and Regulatory Development Authority of India, provident funds, pension fund insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, trusts/ societies registered under the Societies Registration Act, 1860, Indian mutual funds, systemically important non-banking financial companies, members of group companies, Indian public bodies corporate, companies (private or public) or other entities, authorities, and to such other persons in one or more combinations thereof, whether through the Issue or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws and in one or more tranches in consultation with the Lead Manager/ or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the Lead Manager and that the Board in consultation with the Lead Manager may finalise all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Equity Shares issued pursuant to the Issue shall be listed on the EMERGE Platform of the National Stock Exchange of India Limited ("NSE" and the EMERGE Platform referred to as "NSE-EMERGE") or on the SME Platform of the BSE Limited ("BSE" and the SME Platform of BSE referred to as "BSE-SME"), as the Board, in its absolute discretion may decide in consultation with the Lead Manager.

RESOLVED FURTHER THAT the Board and such other persons as may be authorised by the Board be and is hereby authorised on behalf of the Company to make available for allocation a portion of the Issue to any category(ies) or persons permitted under Applicable Laws, including without limitation to Market Maker(s), and to take any and all actions in connection 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 the Equity Shares so allotted under the Issue (including any reservation or green shoe option) shall be subject to the memorandum of association and the articles of association of the Company and shall rank pari-passu in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Issue, the Board, or any committee thereof, in consultation with the Lead Managers, be and is hereby authorised to determine the terms of the Issue, listing on NSE-EMERGE/BSE-SME as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Issue including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with Lead Manager, underwriter(s), escrow agent(s), market maker(s), legal advisor(s), etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Issue, transfer and allotment of the Equity Shares, and utilization of the Issue proceeds, if applicable, and such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the shareholders, except as required under law 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 its behalf.

RESOLVED FURTHER THAT the Board and or a duly constituted committee thereof, including the IPO committee, be and is hereby authorised to delegate all or any of the powers to any of the directors/ employees of the Company herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any offer, issue, allotment or transfer of Equity Shares pursuant to the Issue, including, without limitation, to the following:

- i. constituting a committee for the purposes of issue, offer, allotment and transfer of Equity Shares, credit of Equity Shares to the demat accounts of the successful allottees and other matters in connection with or incidental to the Issue, including, without limitation for, determining the anchor investor portion and allocate such number of Equity Shares to anchor investors the terms and conditions of the Issue relating to timing (including opening and closing dates of the Issue, etc.) and pricing (price band, Issue Price, including to anchor investors, etc.), and to accept any amendments, modifications, variations or alterations thereto;
- ii. to constitute such other committees of the Board, as may be required under the Applicable Laws, including as provided in the SEBI Listing Regulations;
- iii. authorization of any director or director of the company or other officer or officers of the company, including by the grant of power of attorney to do such acts, deeds and things

- as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue, offer allotment or transfer of Equity Shares;
- iv. giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
 - v. appointing the Lead Manager in accordance with the provisions of the Applicable Laws;
 - vi. seeking, if required, any approval, consent or waiver from the company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and /or any other approvals, consents or waivers that may be required in connection with any issue, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Issue;
 - vii. deciding in consultation with the Lead Manager, the pricing and terms of the Equity Shares, and all other related matters, including the determination of the Issue Price, the size and all other terms and conditions of the Issue including the number of Equity Shares to be offered and transferred in the Issue, the Issue Opening and Issue Closing Date, Discount (if any), Reservation, in accordance with the Applicable Laws;
 - viii. approval of the Draft Prospectus (the "DP") and the Prospectus (the "Prospectus"), the Abridged Prospectus ("Abridged Prospectus"), Confirmation of Allocation Note, applications in relation to the Issue as finalized in consultation with the Lead Manager, in accordance with the Applicable Laws;
 - ix. withdrawing the DP or not proceeding with the Issue at any stage, after consultation with the Lead Manager in accordance with the Applicable Laws;
 - x. seeking the listing of the Equity Shares on the NSE-EMERGE or BSE-SME, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
 - xi. appointing, instructing and entering into arrangements with the Lead Manager, co-manager(s), underwriter(s), market maker(s), syndicate member(s), broker(s), escrow collection bank(s), refund bank(s), sponsor bank, registrar, legal advisor(s), printer(s), advertising agency(ies), experts, auditors and any other agencies, intermediaries or persons (including any successors or replacements thereof) whose appointment is required in relation to the Issue and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters with the Lead Manager;
 - xii. finalization of, approving, adopting and arrangement for the submission of the DRHP to be submitted to the requisite stock exchange for receiving comments and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), for the issue of Equity Shares including incorporating such alterations/corrections/modifications as may be required by the Stock Exchange, the jurisdictional Registrar of Companies, or any other relevant governmental and statutory authorities or in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines;
 - xiii. authorization of the maintenance of a register of holders of the Equity Shares;
 - xiv. finalization of the basis of allotment of the Equity Shares, in accordance with Applicable Laws;

- xv. to issue advertisements in such newspapers as it may deem fit and proper in accordance with Regulation 60 of the SEBI ICDR Regulations and the other Applicable Laws;
- xvi. to open and operate separate escrow accounts and or any other account, with scheduled banks to receive applications along with application monies in relation to the Issue in terms of Section 40(3) of the Companies Act, 2013 and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- xvii. to determine the price at which the Equity Shares are offered, allocated, issued , transferred and/or allotted to investors in the IPO in accordance with applicable regulations in consultation with the Lead Manager and/or any other advisors, if any;
- xviii. to negotiate, finalise, sign, execute and deliver or arrange the delivery of the offer agreement, syndicate agreement, cash escrow agreement, share escrow agreement, underwriting agreement, market making agreement, agreements with the registrar to the Issue and all other agreements , documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addenda thereto, including, with respect to the payment of commissions, brokerages and fees with the registrar to the Issue, legal advisor(s), auditors, stock exchange, Lead Manager and other agencies/ intermediaries in connection with Issue with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;
- xix. to open, maintain , operate and close a bank account of the Company in terms of the share escrow agreement and cash escrow agreement for the handling of refunds for the Issue and to authorize one or more officers/ employees of the Company to execute all documents/deed s as may be necessary in this regard;
- xx. to make any applications to, seek clarifications/exemptions and obtain approvals from , if necessary, RBI, SEBI, or to any other statutory and governmental authorities in connection with the Issue, as may be required, (including for the purpose of offer of shares by the Company to non-resident investors, including NRIs and FIIs) and wherever necessary, incorporate such modifications, amendments, alterations, corrections as may be required in the DP and the Prospectus;
- xxi. to seek, if required, the consent of the lenders to the Company and/or the lenders to the subsidiaries of the Company, industry data providers, joint venture partners, parties with whom the Company has entered into various commercial and other agreements including, without limitation customers, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Issue in accordance with the Applicable Laws;
- xxii. to settle all questions, difficulties or doubts that may arise from time to time in relation to such issues or allotment, as it may in its absolute discretion deem fit;
- xxiii. to do all acts and deeds, and negotiate, finalise, settle, execute and deliver or arrange the delivery of all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary , appropriate or advisable in order to carry out the purposes and intent of the foregoing for the purpose of or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by committee shall be conclusive evidence of the authority of the committee in so doing; to authorize and approve the incurring of expenditure, including

the payment of fees, commissions and remuneration and expenses in connection with the Issue;

- xxiv. to submit undertaking /certificates or provide clarifications to the Stock Exchange where the Equity Shares of the Company are proposed to be listed;
- xxv. to make applications to the NSE/BSE for in-principle approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the relevant stock exchange, including filing of the DRHP, and such other relevant document as may be required by the stock exchange for the purpose;
- xxvi. to issue receipts, allotment letters, confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on NSE/BSE, with power to authorise one or more officers of the Company to sign all or any of the afore stated documents;
- xxvii. to authorize and empower officers of the Company (each, an "Authorized Officer"), for and on behalf of the Company, to execute and deliver, on a several basis, any declarations, affidavits, certificates, consents, agreements and arrangements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers considers necessary, appropriate or advisable, in connection with the Issue, including, without limitation, engagement letter(s), memoranda of understanding, the registrar's agreement, the depositories agreements, the issue agreement with the Lead Manager (and other entities as appropriate), the underwriting agreement, the market maker agreement, the syndicate agreement, the escrow agreement and confirmation of allocation notes, with the Lead Manager, syndicate members, bankers to the Issue, registrar to the Issue, bankers to the Company, managers, underwriters, market makers, escrow agents, accountants, auditors, legal advisors, depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Issue, and to do or cause to be done any and all such acts or things that the Authorized Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Issue and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;
- xxviii. acceptance and appropriation of the proceeds of the Issue in accordance with the Applicable Laws; and
- xxix. to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Issue.

RESOLVED FURTHER THAT Mr. Rajesh Srichand Khanna, Chairman and Managing Director and Mr. Mohit Rajesh Khanna, Whole Time Director and CFO of the Company be and are hereby jointly and/or severally authorised to execute and deliver listing agreement to be entered into with NSE-EMERGE/BSE-SME.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, Mr. Rajesh Srichand Khanna, Managing Director, Mr. Mohit Rajesh Khanna, Whole Time Director and Chief Financial Officer and /or Ms. Riya Jain, Company Secretary of the Company be and are hereby severally authorised to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be 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 the any Director of the Company Secretary of the Company, be and is severally authorised to file necessary forms and/or intimations in connection with the foregoing resolution with the Jurisdictional Registrar of Company and to certify the true copy of the aforesaid resolutions for forwarding the same to any concerned authorities for necessary action.”

//CERTIFIED TRUE COPY//

For **SLONE INFOSYSTEMS LIMITED**

RAJESH SRICHAND KHANNA
MANAGING DIRECTOR
DIN- 09843089

DATE: 29/12/2023
PLACE: MUMBAI

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Special Business:

Item No. 01

The Company intends to list its equity shares (the "Equity Shares") on EMERGE Platform of the National Stock Exchange of India Limited ("NSE" and the EMERGE Platform referred to as "NSE-EMERGE") or on the SME Platform of the BSE Limited ("BSE" and the SME Platform of BSE referred to as "BSE-SME"), as the Board, in its absolute discretion may decide in consultation with the Lead Manager, to enable the shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the equity shares of the Company (the "issue") by way of fresh issue of Equity Shares. The Company intends to undertake the issue and list the Equity Shares at an opportune time in consultation with the advisors on relation to the issue and subject to applicable regulatory approvals.

The Company proposes to issue and allot such number of Equity shares in the issue on such terms and at such price or prices and at such time as may be considered appropriate by the Board of Directors of the Company (the "Board"), or its duly authorised committee thereof, to the various categories of permitted investors who may or may not be the shareholders of the Company in the initial public offer under SEBI Regulations. The Equity shares, if any, allotted vide the issue shall rank in all respects pari-passu with the existing equity shares of the Company.

Pursuant to proviso to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the following disclosures are made:

1.	Object of the Issue	The company needs funds for Capital Expenditure towards purchase of Laptops, Desktops, SSD and RAM, Repayment of Loan, General Corporate Purpose and to meet expenses related to the Issue.
2.	the total number of shares or other securities to be issued;	issue, offer and allot upto 15,00,000/-number of Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the fresh issue for an amount not exceeding Rs. 12,00,00,000/- ("Fresh Issue")
3.	the price or price band at/within which the allotment is proposed;	At a Price of Rs. 79/-("Issue Price"), including premium of Rs. 69/- per Equity Share, for cash, in accordance with the SEBI ICDR Regulations.
4.	basis on which the price has been arrived at along	The Issue Price is being determined in consultation with the Merchant Banker in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

	with report of the registered valuer;	
5.	relevant date with reference to which the price has been arrived at;	Not Applicable as the Issue Price is being determined in consultation with the Merchant Banker in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
6.	the class or classes of persons to whom the allotment is proposed to be made;	The issue being Initial Public Offering, the allotment would be made to the applicants who intend to subscribe to the Public Issue.
7.	intention of promoters, directors or key managerial personnel to subscribe to the offer	None of our Promoters, Directors and KMPs intend to participate in the Initial Public Offering
8.	the proposed time within which the allotment shall be completed;	The allotment shall be made within the timelines prescribed by SEBI in terms of the extant circular issued by it
9.	the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;	Since this is an initial public offering by the Company, the names of the proposed allottees is not available. The tentative pre and post issue shareholding pattern is provided herein below.
10.	the change in control, if any, in the company that would occur consequent to the preferential offer;	No change in control would occur consequent to the Initial Public Offering
11.	the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of	Since this is an Initial Public Offering, the number of proposed allottees cannot be ascertained at this moment.

	securities as well as price;	
12.	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable
13.	The pre issue and post issue shareholding pattern of the company in the following format-	Attached

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	38,46,813	99.43%	38,46,813	73.01%
	Bodies corporate	-	-	-	-
	Sub-total	38,46,813	99.43%	38,46,813	73.01%
2	Foreign promoters	-	-	-	-
	sub-total (A)	38,46,813	99.43%	38,46,813	73.01%
B	Non-promoters' holding				
1	Institutional investors	22,200	0.57%	14,22,200	26.99%
2	Non-institution				
	Private corporate bodies				
	Directors and relatives				
	Indian public				
	others (including NRIs)				
	Sub-total (B)	22,200	0.57%	14,22,200	26.99%
	Grand Total	38,69,013	100.00%	52,69,013	100.00%

The Board recommends the resolution stated at item no. 01 for approval of the members of the Company.

None of the directors, Key Managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution except to the extent of their shareholding interest in the Company.

For **SLONE INFOSYSTEMS LIMITED**

RAJESH SRICHAND KHANNA
MANAGING DIRECTOR
DIN- 09843089