

NEWJAISA TECHNOLOGIES LIMITED
(Formerly known as NEWJAISA TECHNOLOGIES PRIVATE LIMITED)

CIN: U32106KA2020PLC134935

Regd Office: 207/B2, 2nd Cross Road J.C Industrial Estate, Bikasipura Main Road Off Kanakpura road, Near New Delhi Public School, Bangalore-560078, Karnataka, India

Email: admin@newjaisa.com; Contact Number: +91 9392427652

EXTRACT OF THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF M/S. NEWJAISA TECHNOLOGIES LIMITED (FORMERLY KNOWN AS NEWJAISA TECHNOLOGIES PRIVATE LIMITED) MONDAY, 10TH JULY 2023 AT 11:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 207/B2, 2ND CROSS ROAD J.C INDUSTRIAL ESTATE, BIKASIPURA MAIN ROAD OFF KANAKPURA ROAD, NEAR NEW DELHI PUBLIC SCHOOL, BANGALORE-560078, KARNATAKA, INDIA.

Initial Public Offer (IPO) of 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 made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) 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”**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, as amended, and the rules and regulations made thereunder, including and the Securities Contracts (Regulation) 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 (**“SEBI Listing Regulations”**), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (**“GoI”**), including the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (the **“RBI”**) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (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 agreement to be entered into between the Company and the National Stock Exchange of India Limited where the equity shares of the Company (**“Equity Shares”**) are proposed to be listed (**“NSE Emerge” or “Stock Exchange”**), and subject to any applicable approvals, consents, permissions or sanctions as may be required from the GoI, the Registrar of Companies, Maharashtra at Mumbai (**“RoC”**), SEBI, Stock Exchanges, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India (**“DEA”**), Government of India, the Department for Promotion of Industrial and Internal Trade (**“DPIIP”**), Ministry of Commerce and Industry, and any other appropriate governmental, statutory and regulatory authorities and departments of India (**“Regulatory Authorities”**), and any third parties including but not limited to lender(s) of the Company, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the board of directors of the Company (hereinafter referred to as the **“Board”**, which term shall

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include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the approval of the shareholders of the Company be and hereby is accorded to authorise the Board to create, issue, offer and allot up to 85,00,000 Equity Shares, of face value of ₹ 5 each of the Company(the "**Issue**") in the Issue, for cash either at par or premium such that the amount being raised pursuant to the Issue aggregates up to INR **4000 Lakhs** (with an option to the Company to retain an over-subscription to the extent of 1% of the net Issue size, or such other 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 in consultation with the designated stock exchange) including the issue and allotment of Equity Shares to the market maker in terms of the SEBI ICDR Regulations at a price to be determined by the Company in consultation with BRLMs by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations, out of the authorised share 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, including anchor investors, one or more of the members of the Company, Hindu undivided families, qualified institutional buyers including foreign portfolio investors other than individuals, corporate bodies and family offices, alternative investment funds, foreign venture capital investors registered with SEBI, multilateral and bilateral development financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, 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, Indian mutual funds, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking finance companies, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities (whether incorporated or not), and to such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "**Investors**") by way of the Issue in consultation with the BRLM and/or underwriters and/or other advisors or such persons appointed for the Issue, with an option to the Company to retain an over-subscription to the extent of 1% of the net offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, 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 and on such terms and conditions as may be finalised by the Board in consultation with the BRLM and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit."

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“RESOLVED FURTHER THAT the Equity Shares issued pursuant to the Issue shall be listed NSE Emerge.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, allotment of Equity Shares pursuant to the Issue, the Board in consultation with the BRLM, may determine the terms of the Issue including the class of investors to whom the Equity Shares are to be allotted, the number of Equity Shares to be allotted in each tranche, Issue price, premium amount, discount (as allowed under Applicable Laws), listing on Stock Exchange as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalise 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 BRLM, underwriters, escrow agents, legal advisors, 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, allotment of the Equity Shares, and utilization of the Fresh 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 subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.”

“RESOLVED FURTHER THAT all monies received out of the Issue shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Issue shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law.”

“RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, Mr. Vishesh Handa, Managing Director, Mr. Mukunda Raghavendra, Whole Time Director, Mr. Ashish Nirmal, Chief Financial Officer and Ms. Poonam 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

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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.”

//CERTIFIED TRUE COPY//

For Newjaisa Technologies Limited
(Formerly known as Newjaisa Technologies Private Limited)

Vishesh

Vishesh Handa
Managing Director
DIN: 07842847



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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Initial Public Offer (IPO) of Equity Shares

The Company is currently considering raising funds to support its business operations and has put forth a proposal to list its shares on the National Stock Exchange of India Limited ("NSE EMERGE" or Stock Exchange). As part of this plan, the Company intends to create, issue, offer, and allot Equity Shares, which will include a fresh issue of 85,00,000 Equity Shares with a face value of ₹5/- each.

In accordance with the relevant provisions of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, the approval of the Board of Directors accorded its approval in its meeting held on 7th July 2023 for the issuance of additional shares through an initial public offer.

Material information pertaining to the IPO is as follows:

- (i) **Issue Price:** The price at which the equity shares will be allotted through the IPO shall be determined and finalized by the Company in consultation with the book running lead manager(s) (BRLMs) in accordance with the SEBI ICDR Regulations, on the basis of the book building process.
- (ii) **The object(s) of the issue are:** The proceeds of the IPO are to be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus to be filed with the Securities and Exchange Board of India and the stock exchanges in connection with the IPO. The Board, or any committee thereof has the authority to modify the above objects on the basis of the requirements of the Bank
- (iii) **Intention of Promoters/Directors/Key managerial personnel to subscribe to the offer:** The Company has not made and will not make an offer of equity shares to any of the promoters, directors or key managerial personnel. However, the directors or the key managerial personnel may apply for the equity shares in the various categories under an IPO in accordance with the SEBI ICDR Regulations and applicable law.
- (iv) **Whether a change in control is intended or expected:** No change in control of the Company or its management is intended or expected pursuant to the IPO. The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013, SEBI ICDR Regulations, any other law or if

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recommended by various advisors to the Bank in connection with the IPO, the Board will make necessary amendments

Your directors recommend the above Resolution for your approval as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution, except to the extent of their entitlements, if any.

For Newjaisa Technologies Limited
(Formerly known as Newjaisa Technologies Private Limited)


Vishesh Handa
Managing Director
DIN: 07842847

