

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS IN THEIR MEETING HELD ON MARCH 24, 2026, AT THE CORPORATE OFFICE OF THE COMPANY AT SECOND FLOOR, V.K.K. BUILDING, MAIN ROAD, IRINJALAKUDA, THRISSUR - 680121, KERALA.

ITEM NO. 1: TO CONSIDER AND APPROVE RIGHTS ISSUE OF EQUITY SHARES.

“RESOLVED THAT, in supersession of the resolution passed by the Board of Directors at their meeting held on April 04, 2025 and pursuant to the provisions of Section 23(1)(c), Section 179 read with Section 62(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Companies (Share Capital and Debentures) Rules, 2014 and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force (the “**Act**”), the provisions of the Memorandum and Articles of Association of the Company, other applicable regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended by SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2025 dated March 03, 2025 and SEBI circular dated March 11, 2025 (collectively the “**SEBI ICDR Regulations**”), and such other applicable guidelines/rules/regulations/circulars issued by the Securities and Exchange Board of India (“**SEBI**”) from time to time, the applicable rules, regulations, notifications and circulars, if any, issued by the Reserve Bank of India (“**RBI**”), Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by appropriate authorities, the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“**SEBI Listing Regulations**”), Equity Listing Agreement (“**Listing Agreement**”) as entered into by the Company with BSE Limited (“**BSE**”) where the Company’s Equity Shares of face value of ₹1/- each (the “**Equity Shares**”) are listed and other concerned and appropriate authorities, and other applicable laws, if any, and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other appropriate authority(ies), Bank(s), Institution(s) or Body(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company, (hereinafter referred to as the “**Board**”, which term shall be deemed to include the share issue committee which the Board have constituted), the consent and approval of the Board be and is hereby accorded to create, offer, issue and allot such number of fully paid-up Equity Shares of the face value of ₹ 1/- each of the Company (“**Equity Shares**”) at an issue price as may be decided by the board of directors of the Company or the share issue committee for an amount aggregating up to ₹ 22,93,10,400 (Rupees Twenty Two Crores Ninety Three Lakhs Ten Thousand Four Hundred Only) (including premium), for cash, on a Rights Basis to the eligible equity shareholders of the Company in proportion, as nearly as circumstances admit, to the paid-up equity share capital on those shares and whose names shall appear on the Register of the Members as on the Record Date to be decided by the Board (“**Rights Issue**”) and on such terms and conditions as may be decided by the Board and as may be disclosed in the Draft Letter of Offer, Letter of Offer and Abridged Letter of Offer (“**Offer Documents**”) to be issued in connection with the Rights Issue and subject to, *inter alia*, the following terms and conditions:

- (i) The offer for the Equity Shares issued as part of the Rights Issue shall include a right exercisable by the equity shareholders to renounce their respective rights entitlements in favour of any other person(s) provided such renunciation is made within the issue period and in any event before the issue closing date and in accordance with the applicable laws and as per disclosures of the Offer Documents;
- (ii) The Board shall have the sole discretion to deal with the unsubscribed portion of the Rights Issue on such terms and conditions as it deems fit and which is not disadvantageous to the shareholders and the Company; and



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- (iii) The Equity Shares to be allotted pursuant to the Rights Issue shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the consent and approval of the Board of Directors of the Company be and is hereby accorded for Promoter or any member of the Promoter Group for subscribing in the Issue on their behalf (individual or jointly) or on behalf of other member of the Promoter Group, subject to SEBI ICDR Regulations, SEBI Listing Regulations, as amended and any other applicable law.

RESOLVED FURTHER THAT, in accordance with all applicable laws including the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) in connection with the Company’s proposed rights issue of equity shares, BSE Limited be and hereby is designated as the Designated Stock Exchange.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution including any offer, issue or allotment of Equity Shares, the Committee consisting of Mr. Kuzhuppilly Govinda Menon Anilkumar (DIN: 00766739) Managing Director, Ms. Umadevi Anilkumar (DIN: 06434467), Mr. Shinto Stanly (DIN: 06534505) and Mr. Ambadath Aiyappan Balan (DIN: 01996253), Directors of the Company (“**Share Issue Committee**”) be and is hereby authorized for and on behalf of the Company to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable for such purpose, including but not limited to:

1. To decide on the objects of the Rights Issue.
2. To decide the issue and offer structure i.e., Rights issue size, offer price with premium thereon, if any, rights entitlement ratio under applicable laws, regulations, policies and guidelines, and decide other matters incidental to the Issue;
3. To appoint and enter into arrangements with Consultants/Advisors to the Issue including the merchant bankers/lead managers, legal counsels, Registrar to the Issue, bankers, printers, advertisement agencies, monitoring agency and such other agencies as may be required and to remunerate such agencies by way of commission, brokerage, fees, charges, reimbursement of expenses etc., by entering into and executing all such arrangements, contracts / agreements, memorandum, documents, etc., in connection therewith;
4. To approve and adopt any financial statements prepared for purposes of inclusion in the Issue Documents, pursuant to the requirements outlined by the SEBI ICDR Regulations or any other applicable law for time being in force, including intimating the approval and adoption of such financial statements to the Stock Exchanges, if required;
5. To finalize the Draft Letter of Offer, Letter of Offer, Application Form, Entitlement Letter(s), Abridged Letter of Offer and other documents in consultation with the Lead Manager and/or Legal Advisor to the Issue and to make any alterations, addition or vary any of the above, as directed by/in consultation with SEBI or Stock Exchange and to file the same with SEBI, stock exchange and other concerned authorities and issue the same to the equity shareholders of the Company;
6. To apply to the stock exchange for obtaining in-principle approval for listing and, for listing and trading permission of the Rights Entitlements and equity shares to be issued and allotment in the Rights Issue;
7. To obtain the requisite approvals, consents and sanctions from SEBI, stock exchange, RBI, Registrar of Companies, Government of India, lenders of the Company etc;
8. To issue public advertisement and notice as per regulatory requirements;
9. To decide the Rights Issue time schedule and to extend, vary or alter the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, stock exchange or other authorities from



time to time;

10. To fix record date for the purpose of the Rights Issue of ascertaining the names of members who will be entitled to the aforesaid offer of equity shares in consultation with the stock exchange with which the Equity Shares of the Company are listed;
11. To open Bank Account(s) to receive applications along with application monies in respect of the issue of shares and to make refunds;
12. To decide on the marketing strategy of the Rights Issue and the costs involved;
13. To decide in accordance with applicable law on the date and timing of opening and closing of the Rights Issue and to extend, vary or alter or withdraw the same as it may deem fit at his absolute discretion or as may be suggested or stipulated by SEBI, the Stock Exchanges or other authorities from time to time;
14. To finalize basis of Allotment of Equity Shares (including allotment of Equity Shares that are not subscribed) in consultation with the Registrar and the Designated Stock Exchange;
15. To make application to depositories through corporate action for the Rights Entitlements and the Equity Shares when allotted;
16. To apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of the Rights Issue (in favour of the parties willing to subscribe to the same); to decide, at his discretion, the proportion in which the allotment of additional Equity Shares shall be made in the Rights Issue;
17. To dispose of the unsubscribed portion of the Equity Shares in such manner as it may think most beneficial to the Company, including offering or placing such Equity Shares with promoter and / or promoter group / banks / financial institutions / investment institutions / mutual funds / foreign institutional investors / bodies corporate or such other persons as it may in his absolute discretion deem fit;
18. To apply to depositories to obtain separate ISIN for crediting the right entitlements;
19. To file necessary returns, make declarations/ announcements, furnish information etc. to the concerned authorities in connection with the Rights Issue and incur necessary expense in connection to the Rights Issue including fees, stamp duty etc;
20. To sign and execute any other document, agreement, undertaking in connection with the Rights Issue and to take all such other steps as may be necessary in connection with this Rights Issue; and
21. To settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issue and allotment of the equity shares as aforesaid and to do all such acts deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Rights Issue and allotment of equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and proposed Rights Issue, any Directors of the Company or Mr. Visakh T. V., Company Secretary and Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the proposed Rights Issue.

RESOLVED FURTHER THAT the Board shall have the power and authority to delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, and to generally do all such acts, deeds, matters and things as may be required in connection with and in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation / sub-delegation of authority from time to time.



RESOLVED FURTHER THAT every Shareholder who is eligible to apply in the Rights Issue shall have a right to renounce their rights entitlement being offered, in favour of any other person(s) and every Shareholder, including renouncee(s) shall be entitled to apply for additional Equity Shares and the allotment of the additional Equity Shares shall be made in the proportion to be decided by the Board in consultation with Stock Exchanges.

RESOLVED FURTHER THAT the treatment of fractional entitlements for the Rights Equity Shares and the rights entitlements shall be in a manner as will be disclosed in the Issue related documents to be issued by the Company.

RESOLVED FURTHER THAT the Rights Equity Shares to be allotted pursuant to the Issue shall be listed and traded on BSE Limited and that the Company Secretary of the Company be and is hereby authorised to sign necessary applications, forms and other documents / papers and take such action as may be required in this regard.

RESOLVED FURTHER THAT (i) all monies received out of the Issue shall be transferred to a separate bank account maintained by the Company for the purpose of the Issue; (ii) the Company shall utilize the monies received pursuant to the Issue after final listing and trading approvals for the Rights Equity Shares allotted in the Issue is received, in accordance with the terms and conditions set out in the letter of offer issued in respect of the Issue, the provisions of the SEBI ICDR Regulations and other applicable laws; and (iii) the details of all monies utilized out of the Issue shall be disclosed in accordance with the Companies Act, SEBI Listing Regulations, the SEBI ICDR Regulations, under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized and the form in which such utilized monies have been invested.

RESOLVED FURTHER THAT Mr. Visakh T. V., Company Secretary of the Company be and is hereby appointed as the Compliance Officer for the purpose of the Issue and shall be responsible for monitoring compliance of securities laws and redressal of investor grievances.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the duly appointed Company Secretary of the Company, be furnished wherever necessary.”

For Salem Erode Investments Limited



Visakh T. V.
Company Secretary & Compliance Officer

