



MOURI TECH®

MOURI Tech Limited
(Formerly MOURI Tech Private Limited)
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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF MOURI TECH LIMITED (FORMERLY MOURI TECH PRIVATE LIMITED) ON MONDAY, SEPTEMBER 23, 2024, AT 5.30 P.M. (IST), AT A SHORTER NOTICE AT REGISTERED OFFICE: BLDG. #6-3-83, FLOOR III LOUKYA TOWERS, MALLAMPET ROAD, BACHUPALLY, HYDERABAD 500090 TG INDIA

Approval of an initial public offering of the equity shares

Special Resolution:

“RESOLVED THAT in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company, the uniform listing agreements to be entered into between the Company and the relevant stock exchanges (the **“Stock Exchanges”**), and in accordance with Sections 23, 62(1)(c) and other applicable provisions 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, and the rules and regulations notified thereunder, each as amended, 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, and other applicable regulations and guidelines issued by the Securities and Exchange Board of India (**“SEBI”**), the Foreign Exchange Management Act, 1999, (**FEMA**) and the rules and regulations notified thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, each as amended and any other applicable rules, regulations, guidelines, press notes, clarifications, circulars and notifications issued by the Government of India (**“GoI”**), including the Department for Promotion of Industry and Internal Trade (**“DPIIT”**), Securities and Exchange Board of India (**“SEBI”**), the Registrar of Companies, Telangana at Hyderabad (**“RoC”**), the Stock Exchanges, the Reserve Bank of India (**“RBI”**) and/or any other competent authorities and any other applicable laws, rules and regulations, in India or outside India, each as amended (collectively, the **“Applicable Laws”**) and subject to any required approvals, consents, permissions and/or sanctions of the GoI, the SEBI, the RoC, the Stock Exchanges, the RBI and any other appropriate regulatory authority 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/or sanctions, which may be agreed to by the Board, which

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term shall be deemed to include any committee, which the Board has duly constituted or may hereinafter duly constitute to exercise its powers including the powers conferred by this resolution, the consent, authority and approval of the Board be and is hereby granted to create, issue and allot in the Offer, such number of Equity Shares, by way of the Offer, consent of the Board shall be subject to the prevailing market conditions and other relevant factors including any issuance and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option and/or any other person pursuant to any Pre-IPO Placement (*as defined below*), and in such manner and during such period, to such person or persons as may be permitted by and in accordance with Applicable Laws, who may or may not be shareholders of the Company, as the Board may, in consultation with the book running lead managers to the Offer ("**BRLMs**"), decide, including to one or more of the members of the Company, eligible employees of the Company and/or subsidiaries (whether through any Reservation, or otherwise), Hindu undivided families, anchor investors and qualified institutional buyers as defined under Regulation 2(1)(c) and Regulation 2(1)(ss) of the SEBI ICDR Regulations respectively, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, body corporates, registered foreign venture capital investors, registered alternative investment funds, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, the National Investment Fund set up by the GoI, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, development financial institutions, trusts and/or societies registered under the Societies Registration Act, 1860, systemically important non-banking financial companies, Indian mutual funds registered with SEBI, non-resident Indians, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons eligible to invest in Equity Shares of the Company, including retail individual bidders, in one or more combinations thereof, whether through the Offer or otherwise in one or more combinations thereof as may be permitted under Applicable Laws, in one or more tranches, at such price or prices (at a Discount or at par or premium) as may be determined in accordance with Applicable Laws, to create, issue, offer and allot such number of Equity Shares, that the amount being raised by way of a Fresh Issue aggregating up to Rs.6,000 million and an Offer for Sale by certain selling shareholders aggregating up to Rs.12,000 million, for cash either at par or premium, including, without limitation, through a prospectus, offering circular or an offering document, and in such manner and on such terms and conditions as may be finalized by the Board, in consultation with the book running lead managers to the Offer

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and/or underwriters and/or other advisors or such persons appointed for the Offer, including in respect of all matters incidental thereto, as they may think fit in accordance with the terms of any agreements executed with the book running lead managers to the Offer and/or underwriters and/or other advisors appointed for the Offer, and subject to Applicable Laws.

RESOLVED FURTHER THAT the Board may determine the allocation of such percentage of the Offer to any category or categories of persons, without limitation, to the eligible employees of the Company, in any Reservation, as may be permissible in accordance with Applicable Laws and further, provide a Discount to the offer price to retail individual bidders and/or eligible employees of the Company and/or its subsidiaries and/or such other eligible categories of investors ("**Discount**"), and do all such other acts, deeds, matters and things as the Board may, from time to time, may in consultation with the BRLMs and/or other advisors, decide including, without limitation, negotiating, finalizing and executing any document or agreement and any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Reservation and Discount or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.

RESOLVED FURTHER THAT in accordance with the applicable provisions the Companies Act and subject to any other approvals as may be required, and in accordance with the enabling provisions of the memorandum of association and articles of association of the Company, the consent and approval of the Board be and is hereby accorded to undertake a private placement of certain Equity Shares to certain investors as permitted under Applicable Laws ("**Pre-IPO Placement**"), at such other price as the Board may, determine, in consultation with BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer, in accordance with the terms of any agreements executed with such BRLMs and/or underwriters and/or other advisors appointed for the Offer, in light of the then prevailing market conditions and in accordance with the Companies Act, the SEBI ICDR Regulations and Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit in relation to all matters incidental to the Pre-IPO Placement and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the Pre-IPO Placement. In the event of happening of Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under Pre-IPO Placement subject to the Offer satisfying the minimum offer size requirements under the Securities Contracts (Regulation) Rules, 1957, as amended.

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RESOLVED FURTHER THAT the Equity Shares allotted in the Offer (including pursuant to 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* with the existing Equity Shares of the Company, in all respects, including rights in respect of dividend.

RESOLVED FURTHER THAT subject to Applicable Laws, oversubscription to the extent of 1% of the Offer size, or such other extent as may be permitted under Applicable Laws may be retained by the Company for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in relation to the Offer including the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any.

RESOLVED FURTHER THAT subject to Applicable Laws, the approval of the Board be and is hereby accorded to the listing of Equity Shares allotted pursuant to the Offer on one or more Stock Exchanges.

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

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, each of the directors of the Board and/or Mr. Murali Krishna Gottipati, Chief Financial Officer and Mr. Chiranjeevi Raju Dharma, Company Secretary, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including issue and allot Equity Shares pursuant to the Offer, 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, offer price, premium amount, Discount (as allowed under Applicable Laws), Reservations, 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 in relation to the Offer including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares, and 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 book running lead managers underwriters, escrow agents, legal advisors, etc., approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in

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connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the Offer and allotment of the Equity Shares, and utilization of the Offer proceeds, if applicable, and such other activities as may be necessary in relation to the Offer, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board 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 act and deed of the Board, as the case may be.

RESOLVED FURTHER THAT any of the Directors of the Board and/ or Company Secretary are severally authorized to issue certified true copies of the above resolutions to any governmental, statutory or regulatory authority as may be required from time to time."

//CERTIFIED TRUE COPY//

For MOURI Tech Limited

D. Chiranjeevi Raju

**D. Chiranjeevi Raju
Company Secretary**

M.No. F7793

