

ELIN ELECTRONICS LIMITED

HOUSE, 4771, BHARAT RAM ROAD, 23 DARYA GANJ, NEW DELHI-110 002
Website : www.elinindia.com Tel. : 91-11-43000400 Fax : 91-11-23289340



COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS IN THEIR MEETING HELD ON 17th NOVEMBER, 2021 AT THE CORPORATE OFFICE OF THE COMPANY AT 4771, BHARAT RAM ROAD, 23, DARYA GANJ, NEW DELHI - 110002.

"RESOLVED THAT pursuant to approval of the shareholders of the Company in their general meeting held on 30.09.2021 and pursuant to all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) ("**Companies Act**"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**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, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India ("**GoI**"), Securities Exchange Board of India ("**SEBI**") or Reserve Bank of India ("**RBI**"), Department for Promotion of Industry and Internal Trade ("**DIPP**") 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 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 respective stock exchanges where the Equity Shares are proposed to be listed ("**the Stock Exchanges**"), and subject to any approvals from the GoI, the Registrar of Companies, West Bengal at Kolkata ("**RoC**"), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India ("**DEA**"), Ministry of Commerce and Industry, Government of India, DIPP and all other appropriate statutory authorities and departments (the "**Regulatory Authorities**"), and such other approvals, consents, waivers, permissions and sanctions as may be required 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, the consent and approval of the Board be and is hereby accorded to create, issue, offer, allot and/or transfer, in the Offer such number of equity shares of face value of ₹ 5 each of the Company (the "**Equity Shares**") to an aggregate of ₹ 7,600 million, comprising of a '**Offer for Sale**' of up to an aggregate of Rs. 5,850 million and '**Fresh Issue**' of up to an aggregate of ₹ 1,750 million by the Company.



Factories:-

C-142-143-144-144/1-144/2 Industrial Area, Site No.1, Bulandshahar Road, Ghaziabad - 201009 (U.P.)

L-84, Verna Industrial Area, Electronic City, Verna, Goa - 403722.

Village: Beli Khol, Post: Manpura - 174101, Teh: Nalagarh, District: Solan (Himachal Pradesh)

Regd. Office: 143, Cotton Street, Kolkata - 700007 • Telefax : 91-33-22685738

CIN : U29304WB1982PLC034725

GSTIN: 09AAACE6449G1ZJ

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RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board be and is hereby approved the Draft Red Herring Prospectus (hereinafter referred to as the "DRHP").

RESOLVED FURTHER THAT Mr. Kamal Sethia, Managing Director and Mr. Raj Karan Chhajer, Chief Financial Officer of the Company be and are hereby authorized jointly or severally to do all such acts and deeds as may be required to sign all such papers and documents as may be necessary to implement the decision.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required."

CERTIFIED TRUE COPY
FOR ELIN ELECTRONICS LTD

(KAMAL SETHIA)
MANAGING DIRECTOR
DIN: 00081116



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