

HP TELECOM INDIA LIMITED

(Formerly Known as HP TELECOM INDIA PRIVATE LIMITED)

CIN: U51395GJ2011PLC064616

Regd. Off: KP House, B/Ment 1st Floor, Plot No. 97 Om Square, Opp. Ishwar Farm Junction,
BRTS Canal Road, Bhatar, Surat, Gujarat-395017
Email: hvciipl@gmail.com, **Ph:**+919825309977

CERTIFIED TRUE COPY OF THE EXTRACT OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF HP TELECOM INDIA LIMITED AT THEIR MEETING HELD ON TUESDAY 16TH APRIL, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT KP HOUSE, B/MENT 1ST FLOOR, PLOT NO. 97 OM SQUARE, OPP. ISHWAR FARM JUNCTION, BRTS CANAL ROAD, BHATAR, SURAT, GUJARAT-395017.

Initial public offer of Equity Shares:

"RESOLVED THAT pursuant to the provisions of section 23 and 62(1)(c) and subject to the consent of shareholders and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory modification or re-enactment thereof for the time being in force), read with the Memorandum of Association and Articles of Association of the Company and the Listing Agreements/ SEBI LODR -SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 to be entered into with the respective stock exchange, where the Company's equity shares are proposed to be listed and subject to the approval to the extent necessary of the Government of India ("GOI"), Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and all other concerned statutory and other authorities, as may be required (hereinafter collectively referred to as "Appropriate Authority") and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred upon it), consent of the Board of Directors be and are hereby accorded to, offer, issue and allot equity shares of an aggregate number upto and not exceeding 31,69,200 (Thirty One Lakh Sixty Nine Thousand Two Hundred Only) Equity Shares at a price as may be decided by the Board of Directors in consultation with Lead Manager, ranking pari-passu with the existing equity shares of the Company, to such person or persons, who may or may not be the members of the Company and as the Board may at its sole discretion decide, including one or more of the members, promoters (that is to say persons in present management and control of the Company) and their associates, Directors, their friends, relatives and associates, foreign/ resident investors, financial institutions, venture capital funds, public financial institutions, banks, multilateral and bilateral development financial institutions, insurance company(ies), provident funds, pension funds, national investment funds, foreign institutional investors, foreign venture capital investors, Indian and/or multilateral financial institutions, mutual funds, Non Resident Indians, employees and/or workers of the Company or its subsidiaries, in or out of India, or the Promoters, members of group companies, Indian public, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, authorities and such other persons in one or more combinations thereof and/or any other categories of investors, whether they be holders of equity shares of the Company or not, and/or through issue of offer documents ("Initial Public Offer") / Allotment regulations of SEBI, through the Fixed Issue in one or more tranches and in the manner, and on the terms and conditions, as the Board may in its absolute sole discretion, decide including the price at which the equity shares are to be issued, at par or at premium and for cash and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the



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Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit;

RESOLVED FURTHER THAT, the Board, including any Committee or Sub – Committee, be and is hereby authorised to make any alteration, addition or vary any of the above said clauses, in consultation with the Lead Manager or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact issue structure, and on the exact component of fresh issue of shares in the Issue.

RESOLVED FURTHER THAT: -

1. All the monies received out of the issue of shares to the public shall be transferred to separate bank account referred to in Sub-section (3) of Section 40 of the Companies Act, 2013;
2. Details of all monies utilised out of the Issue referred to in sub-item 1 above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised; and
3. Details of all unutilised monies out of the issue of shares, if any, referred to in sub-item 1 above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested.

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute sole discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/ Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute sole discretion decide;

RESOLVED FURTHER THAT, the Board and/or any Committee of the Board, be and is hereby authorised to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company;

RESOLVED FURTHER THAT, any one of the Director of the Company, be and is hereby authorised to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be required in connection with the above;

RESOLVED FURTHER THAT, the Board and/or any Committee of the Board be and is hereby authorised to appoint the Lead Manager to the above Issue;

RESOLVED FURTHER THAT, the Board and/or any Committee of the Board in consultation with Lead Manger be and is hereby authorised to appoint the other capital market intermediaries such as Registrar to the Issue, Market Maker(s), Underwriter(s), Legal Advisor(s), Escrow (Sponsor) Bank(s), etc;



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RESOLVED FURTHER THAT,

1. The Company will furnish to the stock exchange on quarterly/half yearly basis, a statement indicating material deviations, if any, in the use of proceeds of the Initial Public Offering from the objects stated in the Draft Prospectus/ Prospectus;
2. The information mentioned in sub-clause (1) shall be furnished to the stock exchange along with the interim or annual financial results submitted under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI(LODR), 2015) and shall be published in the newspapers, if required simultaneously with the interim or annual financial results, after placing it before the Audit Committee, in terms of Regulation 47 of SEBI (LODR), 2015;

RESOLVED FURTHER THAT, for the purpose of giving effect to these resolutions, the Board be and is hereby Authorised, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilisation of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalise all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), lead manager, registrar(s), underwriter(s) any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges (SME Segment) where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT, the Board be and is hereby Authorised at its discretion, to further delegate by way of authorisation in favor of any of the members of the Board or a committee thereof to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution."

Date: 16/04/2024
Place: Surat



For & on behalf of the Board of Directors of
HP TELECOM INDIA LIMITED

Seemabahn Vijay Yadav

SEEMABAHEN VIJAY YADAV
Whole-Time Director
DIN:02008064

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Approval of Related Party Transactions:

"RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, and rules made there under (including any Statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of members, the consent of the Board of Directors of the company be and is hereby accorded to enter into the following transactions with the related parties as defined u/s 2(76) of the Companies Act, 2013:

- I. Sale, purchase or supply of any goods or materials by the Company up to an amount of **Rs.500.00 Crores (Rupees Five Hundred Crores Only)** per annum with each party i.e. M/s HV Connecting Infra (India) Private Limited, M/s Communication Merchant and M/s Telecom Merchants totals to Rs. 1500.00 Crores (Rupees Fifteen Hundred Crores only) aggregately.
- II. Availing or rendering of any services by the Company up to an amount of **Rs. 10.00 Crores (Rupees Ten Crores Only)** per annum with each party i.e. M/s HV Connecting Infra (India) Private Limited, M/s Telecom Merchants, M/s Communication Merchant, Mr. Vijay Lalsingh Yadav and Mrs. Seemabahen Vijay Yadav totals to Rs. 50.00 Crores (Rupees Fifty Crores Only) aggregately.

FURTHER RESOLVED THAT besides above mentioned transactions, consent of Board be and is hereby accorded to pay remuneration/sitting Fees to the Directors of the Company as below:

| Sr. No. | Name of Directors | Designation | Period | Description of Payment | Amount to be paid (Rs.) |
|---------|------------------------|---------------------|----------|------------------------|-------------------------|
| 1. | Vijay Lalsingh Yadav | Managing Director | Annually | Remuneration | 60,00,000 |
| 2. | Seemabahen Vijay Yadav | Whole-Time Director | Annually | Remuneration | 48,00,000 |



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FURTHER RESOLVED THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, things, as may be necessary to settle any question, difficulty or doubt that may arise with regard to give effect to the above resolution and to do all such acts, deeds, things as it may be necessary in its absolute discretion and to finalize any document and writings related thereto."

For & on behalf of the Board of Directors of
HP TELECOM INDIA LIMITED



SEEMABAHEN VIJAY YADAV
Whole-Time Director
DIN: 02008064

Date: 16/04/2024
Place: Surat