



**ANKIT GOLD**

CIN : U36910GJ1991PLC015567

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ANKIT GOLD LIMITED IN THEIR BOARD MEETING HELD ON MONDAY, 22<sup>ND</sup> JULY, 2024 AT 11.00 AM AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 1997, G/F DAHI NI KHADKI MADAN GOPAL NI HAVELI ROAD AHMEDABAD, GUJARAT- 380001.**

**TO APPROVE AUTHORITY FOR MAKING INITIAL PUBLIC OFFERING:**

**"RESOLVED THAT** pursuant to the provisions of Section 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications, or re-enactment thereof, for the time being in force, (hereinafter referred to as the "Act"), the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules and regulations framed thereunder including the Securities Contracts (Regulation) Rules, 1957 ("SCRR"), and the rules made thereunder, 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 LODR Regulations")/("Listing Regulations"), the Foreign Exchange Management Act, 1999, as amended ("FEMA"), and the rules and regulations made thereunder and other applicable laws, rules, regulations, policies, or guidelines, including the rules, regulations, guidelines, notifications, and circulars, if any, prescribed by the Government of India, the Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI") or any other competent authority (collectively, the "Regulatory Authorities") from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions, and sanctions as might be required from the Regulatory Authorities and other third parties, and subject to such conditions as might be prescribed by 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 be deemed to include duly constituted committee of the Board), and subject to the consent of the members of the Company, Board do hereby authorize to Offer, Issue, and allot in terms of an Offer document / Prospectus, through an Initial Public Offering, or otherwise, and on such terms of issue or other conditions as the Board or a Committee thereof, may, in its absolute discretion consider fit, including the premium charged on such Equity Shares of the face value of Rs. 10 each, for an aggregate amount not exceeding Rs. 12,00,00,000 (Rupees Twelve Crores Only) out of the authorized share capital of the Company to such category of person(s) who may or may not be the shareholders of the Company, as the Board or a Committee thereof may in its absolute discretion decide, including but not limited to one or more members, employees of the Company, Indian Nationals, Non-Resident Indians ("NRIs"), Companies, Private or Public Limited, Investment Institutions, Societies, Trusts, Research Organizations, Qualified Institutional Buyers ("QIBs") like Foreign Institutional Investors ("FIIs"), Banks, Financial Institutions, Indian Mutual Funds, Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, Retail Institutional Investors or other entities, authorities or any other category of investors which are authorized to invest in Equity Shares of the Company as per extant regulations/guidelines, and to such other persons in one or more combinations thereof.

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**RESOLVED FURTHER** that the Equity shares allotted and/or transferred pursuant to the issue as aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the existing Equity Shares in all respects, including rights in respect of dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the issue or allotment of Equity Shares, the Board or a Committee thereof be and is hereby authorized to determine the terms of the Initial Public Offering, including the class of investors to whom the securities are to be allotted, reservations of any nature, if any, number of securities to be allotted, issue price, premium amount on the issue, listing on Stock Exchange in India (including, but not limited to the SME Platform of such Exchange(s)) as the Board or a Committee thereof in its absolute discretion deem fit and to do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the Initial Public Offering, issue, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, 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, including but not limited to issuing shares on a preferential basis to a selected investor(s) any time before the commencement of the proposed Initial Public Offering, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board or a Committee thereof vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this behalf.

**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to approve the Draft Prospectus/ Draft Red Herring Prospectus, Red Herring Prospectus/Prospectus for the proposed issue of the Equity Shares and to authorize any Director or Directors of the Company or any other Officer or Officers of the Company to sign the above Documents for and on behalf of the Company together with the authority to vary, amend or modify the same as such authorized person may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates and/or authorities, as may, in the opinion of such authorized persons, be required from time to time.

**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to make any alteration, addition, or variation in relation to the Initial Public Offering, in consultation with the Book Running Lead Manager(s)/Lead Manager(s) or Stock Exchange(s) or SEBI or such other authorities as may be required, and without prejudice to generality of the aforesaid, deciding the exact issue structure and the exact component of fresh issue of shares.

**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to engage the services of or appoint and enter arrangements with Merchant Banker(s), Solicitor(s), Advocate(s), Legal Advisor(s), Broker(s), Market Maker(s), Underwriter(s), Registrar(s), Stabilizing Agent(s) for the purposes of the Initial Public Offer / Green Shoe Option, if any, Escrow Collection Banker(s)/Collection Banker(s) or in any

#### **ANKIT GOLD LIMITED**

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other capacity or to advise or to certify any matter relating to Company's accounts or otherwise, and to negotiate and finalize the terms of their appointment, including but not limited to changing and/or substituting any one or more of the above agencies, negotiating, finalizing, and executing Agreement/ Memorandum of Understanding with the Lead Manager(s), Registrar(s) to the Issue, Market Maker(s), Underwriter(s), Legal Advisor or with any other agency as may be required for purpose of this Initial Public Offering including terms of appointment and remuneration of the agencies by way of commission, brokerage, fees, or otherwise as the Board may in its absolute discretion deem appropriate.

**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to finalize and settle and to execute and deliver or arrange the delivery of the Draft Red Herring Prospectus / Draft Prospectus, the Red Herring Prospectus, the Prospectus, Syndicate Agreement, Underwriting Agreement, Market Making Agreement, Escrow Agreement/Banker to the Issue Agreement, Stabilization Agreement, if any, and all other documents, deeds, agreements and instruments as may be required or desirable, in relation to the Initial Public Offer.

**RESOLVED FURTHER THAT** the Board hereby acknowledges and takes on record or ratifies all such acts, deeds, and things, undertaken to dematerialize the equity shares of the Company and to sign agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited and such other agencies, authorities or bodies as is required in this connection.

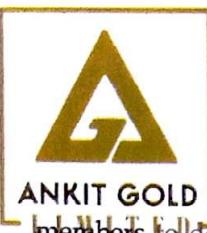
**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds, and things, including but not limited to the allotment of Equity Shares against the valid applications received in the Initial Public Offering, as are in the best interest of the Company.

**RESOLVED FURTHER THAT** all the Director(s) of the Company and Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to do all such acts and deeds as may be required to sign, attest, certify, and execute all such papers, forms, applications, declarations, submissions, agreements, undertakings, affidavit, disclosures, statements, and documents as may be necessary to implement or execute the listing agreement.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem, necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters, and things and to finalize and execute all documents, and writings as may be necessary, proper, desirable, or expedient, as it may deem fit, and to give such directions and/or instructions as it may, from time to time, decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions, as regards the terms and conditions, including the premium to be charged on the Equity Shares to agencies or as the Board may decide in its absolute discretion in the best interest of the Company without requiring any further approval of the

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members to do all such acts, deeds, matters or to do in relation to raising of resources as authorized herein and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board or such committee thereof as the Board may constitute in this behalf.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred in such manner as it may deem fit."

Certified to be true

For Ankit Gold Limited

Dharmendra Jayantibhai Lathigara  
Managing Director  
DIN: 00571805



Date: 22/07/2024

Place: Ahmedabad

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