Kaytex Fabrics Limited
Registered Office:Batala Road, P.O.Khanna Nagar, Amritsar
CIN: U18101PB1996PLC017639
Website:www.kaytexfabrics.com
GST:03AAACK6436D1Z0

Email ID: info@kaytexfabrics.com **Mobile No: 9815322260**

CERTIFIED TRUE COPIES OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY KAYTEX FABRICS LIMITED HELD ON MONDAY, 23RD DECEMBER, 2024 AT THE REGISTERED OFFICE OF THE COMPANY AT BATALA ROAD, P.O.KHANNA NAGAR, AMRITSAR AT 11:30 A.M. to 2.00 P.M.:

APPROVE INITIAL PUBLIC OFFER AND OFFER FOR SALE

"**RESOLVED THAT** in accordance with the provisions of Section 26, 28, 32 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the provisions of the Memorandum of Association and Articles of Association of the Company and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the consent of the Securities and Exchange Board of India ("SEBI"), Stock Exchange, Government of India ("GOI"), Reserve Bank of India ("RBI), and/or such other approvals, permissions and sanctions of all other concerned authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorized Committee or sub-committee thereof for the time being exercising the powers conferred by the Board), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") and other applicable SEBI regulations and guidelines, subject to the approval of Members, Board be and is hereby authorized to allow the Selling Shareholders to Offer not more than 680000 Equity Shares (Six Lakh Eighty Thousand only)in aggregate for sale or such number of Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each which may be offered for sale by Selling Shareholder of the Company, at a price (including such premium per share) as may be fixed and determined by the Company and the Selling Shareholder in consultation with the Book Running Lead Manager(s) and to such category of persons eligible to invest in the Indian equities market by public Offer in accordance with the SEBI (ICDR) Regulations or other provisions of law as may be prevailing at that time (the "Offer").

RESOLVED FURTHER THAT pursuant to Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the and Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof), and the provisions of the Memorandum of Association and Articles of Association of the Company and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the consent of the Securities and Exchange Board of India ("SEBI"), Stock Exchange, Government of India ("GOI"), Reserve Bank of India

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("RBI"), and/or such other approvals, permissions and sanctions of all other concerned authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorized Committee or sub-committee thereof for the time being exercising the powers conferred by the Board), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations) and other applicable SEBI regulations and guidelines, subject to the approval of Members, Board be and is hereby to Issue and allot new equity shares of face value of Rs. 10/- ("Equity Shares"), at a price including premium to be determined in accordance with the method as may be prescribed by SEBI (ICDR) Regulations and in consultation with the Book Running Lead Manager for not exceeding offer size of Rs. 70,00,00,000/- (Rupees Seventy Crores Only).

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by the GOI / RBI/ SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to offer, allotment and listing thereof and as agreed to by the Board and no further approval in this regard would be required from the shareholders of the Company.

RESOLVED FURTHER THAT for the purposes of giving effect to these resolutions, the Board hereby *severally* authorizes Mr. Amit Kandhari, Whole time Director or Mr. Sanjeev Kandhari Managing Director of the Company to appoint book running lead Managers to the Offer, Registrar to the offer, Bankers to the offer, Depository Participants, custodians, Legal Advisors and such other intermediaries as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Offer, enter into stand-by-arrangement with Brokers/Bankers/Merchant Bankers for the whole or the part of the Offer and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities and also to do all acts, deeds, matters and things of whatever nature and to give such directions as may be considered necessary or desirable.

RESOLVED FURTHER THAT the Selling Shareholders and the Company shall incur all the expenses for the Public Offering in the proportion of their respective except listing fees which shall be payable by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any transfer of Equity Shares, the Board or any Committee thereof be and is hereby authorized to determine along with the Selling Shareholders the terms of the Offer including the class of investors to whom the securities are to be allotted, offer price, including discount(s) if any permitted under applicable law, 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 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 offering and to accept and to give effect to such modifications, changes,

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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.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board, be and is hereby authorized (without being required to seek any further consent or approval of the members of the Company or otherwise) to make such modification(s) in the aforesaid resolution as it may in its discretion consider necessary, expedient or desirable, in the interest of the Company including change in the price/ amount/ size of the offer etc., as may be considered necessary and/or expedient to settle any question or difficulty that may arise in connection therewith in the manner it may consider fit and appropriate.

RESOLVED FURTHER THAT the Board may, if the Offer made in furtherance to the aforesaid resolution, make reservation out of the Offer to such category (ies) of persons as permitted under the SEBI ICDR Regulations, including but not limited to permanent employees of the Company, up to a maximum limit as permitted in terms of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the offer as aforesaid shall be listed on one or more recognised stock exchanges in India.

RESOLVED FURTHER THAT in terms of the Companies Act, 2013 and all other applicable provisions of the Act, the SEBI (ICDR) Regulations and other applicable laws, regulations, polices or guidelines, the Board be and is hereby authorized at its option to retain an over-subscription to the extent of 10% of the net offer for rounding off.

RESOLVED FURTHER THAT the Equity Shares to be allotted in the offer shall continue to be subject to the Memorandum of Association and Articles of Association of the Company and shall continue to rank pari-passu in all respects with the existing Equity Shares that are not being offered for sale in the offer, including rights in respect of dividend.

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not transferred in the offer may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign institutional investors / foreign portfolio investors / bodies corporate / such other persons or otherwise.

RESOLVED FURTHER THATany one of the Director of the Company be and are hereby a severally authorized, to do all acts, deeds, matters, and things as deem necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies."

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Certified to be a True Copy
For Kaytex Fabrics Limited

Amit Kandhari	**Sanjeev Kandhari**
(Whole-Time-Director)	**(Chairman & Managing Director)**
DIN: 01412828	**DIN: 01412837**

KAYTEX FABRICS LIMITED AMRITSAR 143001

Date: 23rd December, 2024
Place: Amritsar