



CIN: L24105TN2023PLC161105 GST:
33AAKCT1984F1Z7

THAAI CASTING LIMITED

*Manufacturing of Aluminium Pressure Die Casting Dies, Components,
Machined Parts, Induction Hardening and Nitriding.*

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON JULY 02, 2025 AT 04:15 PM AT NO.A-20 SIPCOT INDUSTRIAL, PARK, 7TH CROSS STREET, PILLAIPAKKAM, TIRUVALLUR, TAMIL NADU, INDIA, 602105 AT THE REGISTERED OFFICE OF THE COMPANY

Issuance of Compulsorily Convertible Debentures to the persons belonging to the 'Non-Promoter Group' Category on Preferential Basis.

"RESOLVED THAT pursuant to the provisions of Section 42, Section 62, Section 71 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with all applicable Rules and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), provisions of Chapter VII and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time ("ICDR Regulations"), the applicable Rules, Notifications, Guidelines, Policies, Procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory or other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, etc.), if any and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), subject to the approval of the members by way of special resolution of the Company, consent of the Board be accorded to create, offer, issue and allot, in one or more tranches 18,50,000 (Eighteen Lakh and Fifty Thousand) Unsecured Compulsorily Convertible Debentures ("CCDs"), at a price of INR 101/- (Rupees Hundred and One Only) per CCD having face value of INR 10/- (Rupees Ten Only) each, carrying a Coupon Rate of 12% per annum and having a term of 18 months from the date of allotment, each fully paid up, for an amount not exceeding INR Rs.18,68,50,000/- (Rupees Eighteen Crores and Sixty Eight Lakhs Fifty Thousand only), ("CCDs Amount") pursuant to allotment of CCDs and conversion of the above said CCDs into Equity Shares (CCDs Amount and the interest accrued thereon shall together be referred to as "Conversion Amount"), in accordance with the Applicable Laws and as detailed in the Statement annexed hereto, by way of preferential allotment, in such manner as the Board may, in its absolute discretion, think fit and on the following terms and conditions :

1. The CCDs shall be unsecured.
2. The CCDs shall be converted into Equity Shares of face value of INR 10/- each at a price which is higher of the following: a. INR 101/- per equity share. b. Price arrived at in accordance with the ICDR Regulations. ("Conversion Price")
3. The CCDs by themselves do not give any right of voting in the Company.
4. The number of Equity Shares to be allotted upon conversion will be at a price of INR 101/- each including premium of INR 91/-
5. The new Equity Shares issued on conversion of CCDs shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing issued and subscribed Equity Shares of the Company. These Equity Shares will be listed on the stock exchanges where Equity Shares of the Company shall be listed.

RESOLVED FURTHER THAT the CCDs shall be issued on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to the "Non-Promoter Group" category ("Proposed Allottees") in the manner as laid above:

| S.No | Name of the Proposed Allottees | Category | No. of CCDs to be allotted (up to) | Amount in Rupees (up to) |
|------|--------------------------------|----------|------------------------------------|--------------------------|
|------|--------------------------------|----------|------------------------------------|--------------------------|





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| | | | | |
|-----|--|--------|---------|------------|
| 1. | Amit Mehra | Public | 382,740 | 38,656,740 |
| 2. | Sonam Aditya Dharia | Public | 382,740 | 38,656,740 |
| 3. | Inti Capital VCC - Inti Capital 1 | Public | 273,386 | 27,611,986 |
| 4. | Moonlight Trust | Public | 218,709 | 22,089,609 |
| 5. | Investi Global Opportunity Fund PCC - Cell 1 | Public | 209,682 | 21,177,882 |
| 6. | Harsh vardhan Nahar HUF | Public | 54,677 | 5,522,377 |
| 7. | Premier Liners Pvt Ltd | Public | 54,677 | 5,522,377 |
| 8. | Swati Mohit Rakhecha | Public | 82,016 | 8,283,616 |
| 9. | Pranav Rakesh Kapoor | Public | 27,339 | 2,761,239 |
| 10. | Raghav Karol | Public | 27,339 | 2,761,239 |
| 11. | Rajiv Mehra | Public | 27,339 | 2,761,239 |
| 12. | Yogesh Paras Bathia HUF | Public | 27,339 | 2,761,239 |
| 13. | Vinod Singhania | Public | 27,339 | 2,761,239 |
| 14. | Harshvardhan Singhania | Public | 27,339 | 2,761,239 |
| 15. | Namrata Singhania | Public | 27,339 | 2,761,239 |

RESOLVED FURTHER THAT the CCDs shall be converted into Equity Shares at the end of 18 months from the date of such allotment.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the 'Relevant Date' for determining the price for the allotment of Equity Shares on Conversion of the CCDs shall be the date 30 days prior to the date of approval of Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of ICDR Regulations, the CCDs shall be allotted by the Company in dematerialized form within a period of 15 days from the date of approval of the members provided that where the allotment of the said CCDs is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or the Committee of the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."


Sriramulu Anandan
Managing Director
DIN- 02354202



IATF 16949



CIN: L24105TN2023PLC161105 GST:
33AAKCT1984F127

THAAI CASTING LIMITED

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CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON WEDNESDAY JULY 02, 2025 AT 04:15 PM AT NO.A-20 SIPCOT INDUSTRIAL, PARK, 7TH CROSS STREET, PILLAIPAKKAM, TIRUVALLUR, TAMIL NADU, INDIA, 602105 AT THE REGISTERED OFFICE OF THE COMPANY

Issuance of Equity shares to the persons belonging to the 'Non-Promoter Group' Category on Preferential Basis.

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with National Stock Exchange of India Limited, the stock exchange where the shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or 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 any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), subject to the approval of the members by way of special resolution of the Company, consent of the Board be and is hereby accorded to create, issue, offer and allot, on a preferential basis up to 15,00,000 (Fifteen Lakhs) Equity shares of face value of Rs. 10/- (Rupees Ten only) each ("Equity Shares") for cash, at an issue price of Rs. 101/- (Rupees Hundred and One Only) per equity share (including a premium of Rs.91/- per equity share), determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, for an aggregate amount of up to Rs.15,15,00,000/- (Rupees Fifteen Crores and Fifteen Lakhs only), on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to the "Non-Promoter Group" category ("Proposed Allottees") in the manner as follows:

| S.No | Name of the Proposed Allotees | Categor y | No. of Equity Shares to be allotted (up to) | Amount in Rupees (up to) |
|------|--|--------------|---|-----------------------------|
| 1. | Amit Mehra | Public | 3,10,329 | 31343229 |
| 2. | Sonam Aditya Dharia | Public | 3,10,329 | 31343229 |
| 3. | Inti Capital VCC - Inti Capital I | Public | 2,21,664 | 22388064 |
| 4. | Moonlight Trust | Public | 1,77,331 | 17910431 |
| 5. | Investi Global Opportunity Fund PCC - Cell I | Public | 1,70,020 | 17172020 |
| 6. | Harsh vardhan Nahar HUF | Public | 44,333 | 4477633 |
| 7. | Premier Liners Pvt Ltd | Public | 44,333 | 4477633 |
| 8. | Swati Mohit Rakhecha | Public | 66,499 | 6716399 |
| 9. | Pranav Rakesh Kapoor | Public | 22,166 | 2238766 |
| 10. | Raghav Karol | Public | 22,166 | 2238766 |

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| | | | | |
|-----|-------------------------|--------|--------|---------|
| 11. | Rajiv Mehra | Public | 22,166 | 2238766 |
| 12. | Yogesh Paras Bathia HUF | Public | 22,166 | 2238766 |
| 13. | Vinod Singhania | Public | 22,166 | 2238766 |
| 14. | Harshvardhan Singhania | Public | 22,166 | 2238766 |
| 15. | Namrata Singhania | Public | 22,166 | 2238766 |

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be Wednesday, July 02, 2025.

RESOLVED FURTHER THAT the aforesaid issue of Equity shares shall be subject to the following terms and conditions:

(a) The Equity shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company

(b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

(d) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI (ICDR) Regulations.

(e) The Equity Shares to be allotted shall be subject to locked-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.

(f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

(g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.

(h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.

(i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.

RESOLVED FURTHER THAT for the purpose of giving effect to this 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, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to settle all questions, difficulties or doubts that may arise in regard to the

[Signature]





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offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the directors and of the Company, be and is hereby authorized to sign and file all the requisite e-forms including Form MGT 14 along with such other documents as may be required, with the Registrar of Companies, Chennai and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution"

Sriramulu Anandan
Managing Director
DIN- 02354202



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Issuance of Fully Convertible Warrants to the persons belonging to the 'Promoter & Promoter Group' and 'Non-Promoter Group' Category on Preferential Basis.

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited, the stock exchange where the shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or 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 any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), subject to the approval of the members by way of special resolution of the Company, consent of the Board be and is hereby accorded to create, issue, offer and allot, on a preferential basis up to 15,00,000 (Fifteen Lakh) Fully Convertible Warrants ("Warrants") at an issue price of Rs.101/- (Rupees Hundred and One Only) per warrant, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs.10 each/-, for cash, for an aggregate amount of up to Rs. Rs.15,15,00,000/- (Rupees Fifteen Crores and Fifteen Lakhs only), and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons belonging to the 'Promoter & Promoter Group' and 'Non-Promoter Group' category ("Proposed Allottee") in the manner as follows:

| S.No | Name of the Proposed Allotees | Category | No. of Warrents to be allotted (up to) | Amount in Rupees (up to) |
|------|-------------------------------|----------------|--|--------------------------|
| 1. | S Anandan | Promoter | 10,21,000 | 103121000 |
| 2. | C Venkatesan | Promoter | 1,15,000 | 11615000 |
| 3. | SAMUNDESWARI | Promoter Group | 25,000 | 2525000 |
| 4. | Shevaani S A | Promoter | 8,000 | 808000 |
| 5. | Ramakrishnan S R | Promoter Group | 8,000 | 808000 |
| 6. | Roshan Y R | Promoter Group | 7,500 | 757500 |
| 7. | R KAVITHA | Promoter Group | 7,500 | 757500 |
| 8. | SUSHMA A | Public | 8,000 | 808000 |
| 9. | SAVITHA | Public | 50,000 | 5050000 |

[Handwritten Signature]





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| | | | | |
|-----|--|--------|----------|----------|
| 10. | GANITA TECHNOLOGIES AND SERVICES PVT. LTD | Public | 2,50,000 | 25250000 |
|-----|--|--------|----------|----------|

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be Wednesday, July 02, 2025.
RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

a) The conversion of warrants into equity shares shall happen at any time within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations (the "Warrant Exercise Period").

b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI ICDR Regulations, 2018, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

c) Warrants being allotted to the Proposed Allottee, and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.

d) Warrants so allotted under this resolution and Equity shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

e) Warrants shall be allotted by the Company only in dematerialized form.

f) The consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee.

g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid upfront shall stand forfeited by the Company.

h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants."

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or the Committee of the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite



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documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the directors and of the Company, be and is hereby authorized to sign and file all the requisite e-forms including Form MGT 14 along with such other documents as may be required, with the Registrar of Companies, Chennai and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution"

Sriramulu Anandan
Managing Director
DIN- 02354202



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