



NEXOME CAPITAL MARKETS LIMITED

(formerly SMIFS Capital Markets Limited)

CERTIFIED TRUE COPY OF THE MINUTES OF 05/2025-26 MEETING OF BOARD OF DIRECTORS OF NEXOME CAPITAL MARKETS LIMITED HELD ON THURSDAY, JULY 31, 2025 AT THE REGISTERED OFFICE OF THE COMPANY AT "VAIBHAV" 4F, 4 LEE ROAD KOLKATA-700020 AT 04:00 P.M.

ISSUANCE OF EQUITY SHARES ON RIGHTS BASIS TO THE EXISTING SHAREHOLDERS OF THE COMPANY AND APPROVE THE CONSTITUTION OF THE RIGHTS ISSUE COMMITTEE

The Board was informed that considering the long-term plans of the Company, it will need additional capital. Accordingly, it was proposed to raise the capital from the existing shareholders of the Company through a Rights Issue.

It was further proposed to constitute a Rights Issue Committee and delegate the powers of the Board of Directors for execution of the Rights Issue including but not limited to determining the size and object of the issue, Rights Entitlement ratio, price, supervising and managing the entire process, ensuring that the issue is carried out smoothly, permitting flexibility in decision-making and ensuring that the company achieves its objectives effectively in the best interest of its shareholders.

After discussion, the following resolution was passed:

"RESOLVED THAT pursuant to the provisions of Section 62, Section 23(1)(c) and other applicable provisions of the Companies Act, 2013 and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force ("Companies Act, 2013"), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") and other applicable rules made thereunder, as amended, the Securities Contracts (Regulation) Act, 1956, Foreign Exchange Management Act, 1999 ("FEMA"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and all other applicable Securities and Exchange Board of India ("SEBI"), regulations, circulars, notifications and guidelines, other applicable laws, regulations, policies or guidelines including any foreign investment law, policy, notification, circular, clarification or guideline in India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively "Applicable Laws"), the equity listing agreements entered into with the BSE Limited and The Calcutta Stock Exchange Limited where the Equity Shares of the Company are proposed to be listed ("Stock Exchanges"), and the provisions of the Memorandum of Association of the Company and the Articles of Association of the Company and subject to the approval of relevant Government, statutory and/or regulatory authorities, as may be required, the Registrar of Companies, Kolkata ("ROC"), the Stock Exchange(s) and such other approvals, permissions and sanctions as may be

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CIN No. : L74300WB1983PLC036342





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(formerly SMIFS Capital Markets Limited)

necessary, consents from the lenders of the Company, if any, and subject to such other conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent of the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any empowered or authorized committees thereof constituted or to be constituted by the Board to exercise its powers including the powers conferred hereunder of any person authorized by the Board or its Committee for such purpose) be and is hereby accorded to create, offer, issue and allot, from time to time, in one or more tranche(s), to all the eligible existing Shareholders of the Company as on the Record Date to be decided ("Eligible Equity Shareholders"), through a Rights Issue, and the aggregate Issue Size (including premium) as decided by the Committee for the proposed objects to be decided in such manner and on such price, terms and conditions considering prevailing market conditions and other relevant matters, in accordance with the provisions of the SEBI ICDR Regulations or other provisions of law including the Companies Act, 2013 as may be prevailing at the time."

"RESOLVED FURTHER THAT the Equity Shares so allotted or transferred in the Rights Issue shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari passu in all respects with existing Equity Shares."

"RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board of Directors either by itself or through a Special Committee of the Board namely, "Rights Issue Committee" consisting of the following namely:

1. Mr. Kishor Shah, Managing Director (Chairman)
2. Mr. Samarth Parekh, Joint Managing Director (Member)
3. Mr. Anil Kumar Murarka, Independent Director (Member)
4. Mr. Nitin Daga, Independent Director (Member)

be and are hereby severally authorised to do all such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Rights Issue, including, without limitation, the following, if necessary:

- i) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her /its absolute discretion may deem necessary or desirable in connection with any issue, offer and allotment of Equity Shares;
- ii) to finalize/decide the issue size and objects of the Rights Issue;
- iii) giving or authorizing declarations, affidavits, certificates, consents, applications, undertakings, confirmations and authorities as may be required from time to time.





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- iv) seeking, if required, any approval, consent or waiver from the Company's lenders, and/or Parties with whom the Company has entered into various commercial and other agreements, and/ or any /all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with this issue, offer and allotment of Rights Equity Shares;
- v) to finalise the offer document, composite application form/application form, Rights Entitlement Letters and other documents and to file the same with SEBI, the Stock Exchanges and other concerned authorities and issue the same to the applicants to the Issue;
- vi) to appoint and enter into agreement with Registrar, Banker(s) to the Issue, Consultants, and all other intermediaries and advisors necessary for the Rights Issue and to execute all such arrangement, necessary documents, deeds, agreements/contracts, memorandum and instruments in relation to the Issue, including but not limited to any amendments/ modifications thereto;
- vii) to negotiate, finalize and settle the fees, remuneration, expenses and/or any other charges payable to the applicable agencies/persons and to get them such directions and instructions as they may deems fit from time to time;
- viii) to fix the record date for the purpose of the Issue for ascertaining the names of the Eligible Equity Shareholders who will be entitled to the Equity Shares in consultation with the Stock Exchanges;
- ix) to open requisite bank accounts with any nationalised bank/ private bank/foreign bank and to open requisite demat accounts with any depository participant or broking firms for the purpose of the Issue;
- x) to issue and allot Equity Shares in consultation with the registrar, the designated stock exchange and other stock exchanges where existing shares are listed and to do all necessary acts, execution of documents, undertakings, etc. with National Securities Depository Limited and Central Depository Services (India) Limited in connection with admitting Equity Shares issued in the Issue;
- xi) to dispose of the unsubscribed portion of the Equity Shares in such manner as it may think most beneficial to the Company;
- xii) to take necessary actions and steps for obtaining relevant approvals, from SEBI, Stock Exchanges and such other authorities as may be necessary in relation to the Issue;
- xiii) deciding the pricing and terms of the Rights Equity Shares, Right Entitlement Ratio, Date of on Market Renunciation, the Issue Opening and Closing Date, Discount (if any) and all other related matters, including the determination of the minimum

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- subscription for the Issue, in accordance with Applicable Laws;
- xiv) to take such actions as may be required in connection with the creation of separate ISIN for the credit of rights entitlements in the Rights Issue;
- xv) all other related matters regarding the Issue, including the execution of the relevant documents with the investors in accordance with Applicable Laws;
- xvi) approval of the draft letter of offer (the "DLOF") and the letter of offer (the "LOF") (including amending, varying or modifying the same, as may be considered desirable or expedient) and other materials/ documents in relation to the Rights Issue as finalized in accordance with Applicable Laws;
- xvii) withdrawing the DLOF if, not proceeding with the Issue at any stage in accordance with Applicable Laws;
- xviii) seeking the listing of the Rights Equity Shares on the Stock Exchanges, submitting the listing applications to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
- xix) finalization of an arrangement for filing the DLOF with the Stock Exchanges for receiving comments and the submission of the LOF to the SEBI and the Stock Exchanges and any corrigendum, amendments supplements thereto.
- xx) authorization of the maintenance of a register of holders of the Equity Shares;
- xxi) finalization of the basis of allotment of the Equity Shares;
- xxii) complete the process of Rights Issue till the Company get the Trading approval;
- xxiii) acceptance and appropriation of the proceeds of the Issue in accordance with Applicable Laws;
- xxiv) to settle any question, difficulty or doubt that may arise in connection with the Issue including the issuance and allotment of Equity Shares as aforesaid and to do all such acts and deeds in connection therewith and incidental thereto, as the Committee may in its absolute discretion deem fit.
- xxv) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Rights Issue."





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"RESOLVED FURTHER THAT the said Committee shall carry on its work either by passing a resolution at a Meeting or by Circulation as may be permitted under applicable law."

"RESOLVED FURTHER THAT two Members of the Committee shall form the quorum for a Meeting of the Committee and shall be deemed to be approved by the Committee if it is signed by majority of the Members of the Committee."

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

"RESOLVED FURTHER THAT the Board or a duly authorized committee be and is hereby authorized to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue offer or allotment of the Equity Shares and the utilization of the proceeds, and 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 to the terms and conditions, to vary the size of the Rights Issue, appoint other intermediaries such as legal counsel, banks or agencies concerned, enter into any agreements or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, fees and the likes, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including to settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorized herein, and that all or any of the powers conferred on the Board or a committee thereof vide this resolution may be exercised by the Board or such committee."

"RESOLVED FURTHER THAT (i) all the call monies received out of the Issue shall be transferred to a separate bank account maintained by the Company for the purpose of the Issue; (ii) the Company shall utilise the monies received pursuant to the Issue after the finalization of the basis of allotment, in accordance with the terms and conditions set out in the letter of offer issued in respect of the Issue; (iii) the details of all monies utilized out of the Issue shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized and (iv) details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested."

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"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the members of the Board be severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as they may in their absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

"RESOLVED FURTHER THAT Mr. Kishor Shah, Managing Director, and/or Mr. Samarth Parekh, Joint Managing Director and/or Mr. Shreemanta Banerjee, Chief Financial Officer cum Vice President (Finance and Taxation) and/or Mrs. Poonam Bhatia, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to execute and sign the documents including but not limited to applications, consent letters, powers of attorney, certificates etc., as may be required in connection with the above."

"RESOLVED FURTHER THAT Mrs. Poonam Bhatia, Company Secretary cum Compliance Officer of the Company, be and is hereby appointed as the Compliance Officer for the purpose of the Issue and she shall be responsible for monitoring compliance of securities laws and redressal of investor grievances and filing of necessary forms, returns, documents etc. with various regulatory authorities."

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



**Certified to be a True Copy
For Nexome Capital Markets Limited
(Formerly SMIFS Capital Markets Limited)**

**Poonam Bhatia
(Company Secretary cum Compliance Officer)**

**Date: July 31, 2025
Place: Kolkata**