



*Enriching resources globally*

# SVC RESOURCES LTD

Regd. Office : 104, Baba House, 1st Floor, 86, M V Road , Near Cine Magic Cinema, Andheri (E), Mumbai 400093  
Tel/Fax+91-22-40156624 | E-mail: registered.office@svcreources.com

## **CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF SVC RESOURCES LIMITED IN THEIR MEETING HELD ON NOVEMBER 18, 2011**

**“RESOLVED THAT** in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the existing Guidelines for Preferential Issue contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (hereinafter referred to as “the Guidelines”) and all other applicable guidelines / regulations issued by the Securities and Exchange Board of India (“SEBI”) and subject to all necessary approvals, consents, permissions and /or sanctions of the Government of India and any other statutory or regulatory authorities and other applicable laws, and the provisions in the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to such terms and conditions as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted for the time being, thereof) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to offer, issue and allot on a preferential basis upto 1,50,00,000 Equity Shares of the face value of Re. 1/- each for cash at a price of Rs. 38/- per share (including a premium of Rs. 37/- per share) aggregating to Rs. 57,00,00,000/- (Rupees Fifty Seven Crores only), being the price which is in accordance with the Guidelines, and calculated on the basis of, relevant date, being 30 days prior to the date of this Extraordinary General Meeting.

**RESOLVED FURTHER THAT** the Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend, and shall be locked-in for such period as prescribed under the Guidelines.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and shall seek listing of the said Shares at all such Stock Exchanges where the equity shares are already listed.

**RESOLVED FURTHER THAT** the Board/any Committee thereof be authorized to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the Equity Shares, including reduction of the size of the issue, as it may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including in relation to the issue or allotment of the aforesaid securities and listing thereof with the Stock Exchanges as appropriate and to resolve and settle all questions and difficulties that



# SVC RESOURCES LTD

*Enriching resources globally*

Regd. Office : 104, Baba House, 1st Floor, 86, M V Road , Near Cine Magic Cinema, Andheri (E), Mumbai 400093  
Tel/Fax+91-22-40156624 | E-mail: [registered.office@svcreources.com](mailto:registered.office@svcreources.com)

may arise in the proposed issue, offer and allotment of the said securities, utilization of the issue proceeds, sign all documents and undertakings as may be required and generally to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they 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 authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution."

Certified True Copy  
For SVC Resources Limited

*Dsouza*

Deanne Dsouza  
Company Secretary





# SVC RESOURCES LTD

*Enriching resources globally*

Regd. Office : 104, Baba House, 1st Floor, 86, M V Road , Near Cine Magic Cinema, Andheri (E), Mumbai 400093  
Tel/Fax+91-22-40156624 | E-mail: registered.office@svcreources.com

## **CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF SVC RESOURCES LIMITED IN THEIR MEETING HELD ON NOVEMBER 18, 2011**

**“RESOLVED THAT** in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of Chapter VIII of the SEBI (ICDR) Guidelines 2009 as amended (hereinafter referred to as “the Guidelines”) and the provisions of the Foreign Exchange Management Act, 2000, Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable guidelines / regulations issued by the Securities and Exchange Board of India (“SEBI”) and subject to all necessary approvals, consents, permissions and /or sanctions of the Government of India and any other statutory or regulatory authorities and other applicable laws and the provisions in the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to such terms and conditions as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted for the time being, thereof) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue, offer and allot equity shares of the Company (“Equity Share”) for an amount not exceeding Rs. 80,00,00,000/- Only (Rupees Eighty Crores Only) inclusive of such premium, to Qualified Institutional Buyers (as defined by the Guidelines) pursuant to a qualified institutional placement, as provided under Chapter VIII of the Guidelines.”

**“RESOLVED FURTHER THAT** the Board or its Committee be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted in accordance with the terms of the offering and all such shares ranking pari passu with the existing Equity Shares of the Company in all respects from the date of allotment; and

(a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

(b) the relevant date for the determination of applicable price for the issue of the Securities shall be calculated as per the provisions of Chapter VIII of the Guidelines”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint the Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and



# SVC RESOURCES LTD

*Enriching resources globally*

Regd. Office : 104, Baba House, 1st Floor, 86, M V Road , Near Cine Magic Cinema, Andheri (E), Mumbai 400093  
Tel/Fax+91-22-40156624 | E-mail: [registered.office@svcreources.com](mailto:registered.office@svcreources.com)

execute all such arrangements, agreements, memorandum, documents etc. with such agencies and to seek the listing of such Securities with the Stock Exchanges where the shares of the Company are listed."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to form a committee or delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give directions as may be necessary to settle any questions or difficulty that may arise in regard to issue and allotment of equity shares including but not limited to;

- a. Approving the offer document and filing the same with any authority or persons as may be required;
- b. Approving the issue price, the number of equity shares to be allotted, the basis of allocation and allotment of equity shares;
- c. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of equity shares by the Company;
- d. Opening a separate special account with a scheduled bank to receive monies in respect of the issue of equity shares of the Company;
- e. Making applications for listing of the equity shares of the Company on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s).

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to approach and obtain such of the approvals, permissions, sanctions as may be required from SEBI, Stock Exchanges, Central Government or its Agencies/Authorities like FIPB, RBI etc., and also to do all such acts, deeds and things as may be necessary for giving effect to the above resolutions, whether incidental or ancillary thereto."

**Certified True Copy  
For SVC Resources Limited**

*Deanne Dsouza*  
**Deanne Dsouza  
Company Secretary**

