



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF WAA SOLAR LIMITED AT THEIR MEETING HELD ON FRIDAY NOVEMBER 22, 2024 AT 03:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT MADHAV HOUSE, NEAR PANCHRATNA BUILDING, SUBHANPURA, VADODARA – 390023**

**APPROVAL FOR RAISING OF FUNDS UP TO RS. 49 CRORES THROUGH ISSUING EQUITY SHARES BY WAY OF RIGHTS ISSUE**

The Board discussed and passed the following resolution:

"**RESOLVED** pursuant to the provisions of Section 62, Section 23(1)(a) and other applicable provisions of the Companies Act, 2013, along with the rules made thereunder, each as amended ("Companies Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India ("SEBI"), the Securities Contracts (Regulation) Act, 1956 as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, rules, regulations made thereunder and any other provisions of applicable law, and subject to other approvals, Securities and Exchange Board of India ("SEBI"), the stock exchange where the equity shares of the company ("Equity Shares") are listed (the "stock exchange"), the Ministry of Corporate Affairs and any other concerned Statutory or regulatory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities as well as subject to consent of shareholders of the Company in general meeting, the consent of the Board of Directors of the Company ("Board") be and is hereby accorded to offer, issue and allot Equity Shares of the Company (the "securities") by way of a rights issue to the existing shareholders of the Company as on a record date ("Shareholders") to be decided at a later date at such price, at a premium or discount to the market price, considering the prevailing market conditions and such other considerations that the Board may, in its absolute discretion, decide, such that the aggregate value (including premium) does not exceed Rs. 49 Crores ("Rights Issue") or such other sum as may be determined by the Board and on such other terms and conditions as may be mentioned in the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, and / or Application Forms, or any other document to be issued by the Company in respect of the Rights issue (collectively referred to as "Offer Documents"), proposed to be utilized, to acquire the Registered Office of the Company and to augment the Net worth by deploying part of the proceeds towards investments in Shares, Securities, Mutual Funds, Bank FD etc., and/or any other purpose that the Board may decide, to list the Equity Shares allotted pursuant to the Rights Issue, on the Stock Exchange, i.e. BSE Limited and on such other terms and conditions as may be mentioned in the Offer Documents, including granting of rights to the eligible shareholders of the company, to whom the offer is made to renounce the Securities being offered in the rights issue, in favour of any other person(s), rights to the persons to whom the Securities are being issued to apply for additional Securities, and to decide, at its discretion, the proportion in which such additional securities shall be allotted."

"**RESOLVED FURTHER THAT** all securities so offered, issued and allotted by way of the Rights Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company."

"**RESOLVED FURTHER THAT** the Equity Shares issued shall rank pari passu in all respects with the then existing Equity Shares of the company."





**“RESOLVED FURTHER THAT** Nikita Sadhwani, Company Secretary be and is hereby appointed as Compliance Officer for the purpose of the Rights Issue.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary for the purpose of the rights issue as provided hereunder:

- I. To appoint and enter into arrangements with the registrar to the issue, ad-agency, monitoring agency, and all other intermediaries and advisors necessary for the rights issue to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc. in connection therewith;
- II. To negotiate, authorize, approve and pay commission, fees remuneration, expenses and/or any other charges to the applicable agencies/ persons, and to give them such directions or instructions as it may deem fit from time to time;
- III. To approve and adopt any financial statements prepared for purposes of inclusion in the Offer Documents, pursuant to the requirements outlined by the SEBI ICDR Regulations or any other applicable law for time being in force, including intimating the approval and adoption of such financial statements to the Stock Exchange, if required;
- IV. To negotiate, finalise, settle and execute the registrar agreement, monitoring agency agreement, ad-agency agreement, banker to the issue agreement, and any other agreement with an intermediary and all other necessary documents, deeds, agreements, and instruments in relation to the Rights Issue, including but not limited to any amendments/modifications thereto;
- V. To take necessary actions and steps for obtaining relevant approvals from SEBI, the Stock Exchange, or such other authorities, whether regulatory or otherwise, as may be necessary in relation to the Rights Issue;
- VI. To finalize the Offer Documents and any other documents as may be required and to file the same with the Stock Exchange, SEBI and other concerned authorities and issue the same to the Shareholders of the company or any other person in terms of the Offer Documents or any other agreement entered into by the Company in the ordinary course of business;
- VII. To approve, finalize and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s)/supplement(s)/corrigenda required to be issued in terms of SEBI ICDR Regulations or other applicable SEBI guidelines and regulations or in compliance with any direction from SEBI and/ or such other applicable authorities;
- VIII. To decide in accordance with applicable law, the terms of the Rights Issue, including the nature of the Securities, the total number, issue price, and other terms and conditions for issuance of the Securities to be offered in the Rights Issue, and suitably vary the size of the Rights Issue, if required;
- IX. To fix record date(s) for the purpose of the Rights Issue for ascertaining the names of members who will be entitled to the aforesaid offer of equity shares;
- X. To decide the rights entitlement ratio in terms of number of securities which each existing Shareholder on the record date will be entitled to, in proportion to the Securities held by eligible Shareholder on such date;
- XI. To open bank account(s) to receive applications along with application monies in respect of the issue of the shares and to make refunds;
- XII. To decide on the marketing strategy of the Rights Issue and the costs involved;



**WAA SOLAR LIMITED**

CIN : L40106GJ2009PLC076764  
R.O. : Madhav House, Plot No. 4  
Near Panchratna Building  
Subhanpura, Vadodara, - 23 (Guj)  
Telefax : 0265-2290722  
E-mail : Info@waasolar.org  
www.waasolar.org



- XIII. To decide and determine the final size of the rights issue, the price per share either prior to or after filing of the Draft Letter of Offer with Stock Exchanges and the rights entitlement ratio for equity shares including terms of the Rights Issue;
- XIV. To file the Letter of Offer with Stock Exchange, ROC and SEBI for information & dissemination purpose;
- XV. To issue and allot the equity shares in one or more tranches and to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to the issue of the equity shares;
- XVI. To decide the opening and closing dates for the rights Issue and to extend, vary or alter the same as it may deem fit at Its absolute discretion or as may be suggested or stipulated by SEBI, stock exchange/s or other authorities from time to time;
- XVII. To finalize the basis of allotments of equity shares in consultation with Registrar and the designated stock exchange and other stock exchange/s where the existing shares are listed, if necessary;
- XVIII. To decide the treatment to be given to the fractional entitlement if any, including rounding upward or downwards or ignoring such fractional entitlement or issue of fractional coupons and terms and conditions for consolidation of fractional entitlements into a whole share and application to the Company for the same as well as to decide the disposal off the shares representing the fractional coupons which are not so consolidated and presented to the Company for allotment of whole shares or treating fractional entitlement in the manner as may be approved by SEBI and the stock exchange/s;
- XIX. To sign the listing applications, print share certificates, issue ASBA instructions and share certificates;
- XX. To file necessary returns, make declarations/announcements, furnish information etc. to the concerned authorities in connection with the Rights Issue;
- XXI. To apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of Rights Issue (in favour of the parties willing to subscribe to the same);
- XXII. To decide, at its discretion, the proportion in which the allotment of additional Securities shall be made in the Rights Issue;
- XXIII. To take such actions as may be required in connection with the creation of separate ISIN for the credit of Right Entitlements in the Rights Issue;
- XXIV. To settle any question, difficulty or doubt that may arise in connection with the rights Issue including the issue and allotment of the equity shares as aforesaid and to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for seeking such question, difficulty or doubt and making the said Rights Issue and allotment of equity shares;
- XXV. To decide the mode and manner of allotment of shares if any not subscribed and left/remaining after allotment of rights shares and additional shares by the shareholders and renounces;
- XXVI. To sign and execute any other documents, agreement, undertaking in connection with the Rights Issue; and
- XXVII. To take all such other steps as may be necessary in connection with this Rights Issue."



**WAA SOLAR LIMITED**

CIN : L40106GJ2009PLC076764  
R.O. : Madhav House, Plot No. 4  
Near Panchratna Building  
Subhanpura, Vadodara, - 23 (Guj)  
Telefax : 0265-2290722  
E-mail : Info@waasolar.org  
www.waasolar.org



**RESOLVED FURTHER THAT** the following person viz.

1. Amit Khurana, Managing Director
2. Mangi lal Singh, Director and CFO

Be and are hereby jointly and severally authorized to do all such acts, matters, deeds and things and to execute all such deeds, documents, agreements etc. as may be necessary for the purpose of the proposed Rights Issue including but not limited to the following:

- I. To obtain the requisite approvals, consents and sanctions from the Stock Exchanges and any other regulatory if, require;
- II. To file necessary certificates/returns/forms with SEBI, Stock Exchanges, Reserve Bank of India, Registrar of Companies and other authorities;
- III. To apply to the stock exchange for obtaining in-principle approval for listing and for permission to trade the equity shares and to do all such acts, deeds, matters and things and to sign all such papers, documents and agreements, as may be necessary to seek the listing of such equity shares on the BSE with the power to settle any query, difficulty or doubt that may arise in regard to the Rights Issue;
- IV. To apply to the concerned depositories for the admission of the equity shares into the depository system; and
- V. To incur necessary expenses such as fees of various agencies, filling fees, stamp duty etc.”

“**RESOLVED FURTHER THAT** every shareholder who is eligible to apply in the Rights Issue shall have a right to renounce their Rights Entitlements being offered, in favour of any other person(s). Every Shareholder, including renounee(s) shall be entitled to apply for additional Securities and the allotment of the additional Securities shall be made in the proportion to be decided by the Board in consultation with Stock Exchange.”

“**RESOLVED FURTHER THAT** the treatment of fractional entitlements will be finalized and disclosed in the offer documents.”

“**RESOLVED FURTHER THAT** Amit Khurana, Managing Director and Mangi lal Singh, Director of the Company be and is hereby authorized either severally or jointly to do all such acts, deeds as may be required for and on behalf of the Company.”

“Certified True Copy”  
For WAA Solar Limited

Amit Khurana  
Managing Director  
DIN: 00003626

