ROOPA SCREEN LIMITED

(FORMERLY KNOWN AS ROOPA SCREENPRIVATE LIMITED)

Registered Office:6, Sudama Estate, B/H, SwastikBansidhar Opp. Sudama Furniture, Narol, Ahmedabad, Gujarat, India, 382405

CIN: U28112GJ2013PLC074471

E-Mail ID:accounts@roopaindia.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 07/2025-26 MEETING OF THE BOARD OF DIRECTORS OF ROOPA SCREEN LIMITED (FORMERLY KNOWN AS ROOPA SCREEN PRIVATE LIMITED) HELD ON MONDAY, 11TH AUGUST, 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 6, SUDAMA ESTATE, B/H, SWASTIK BANSIDHAR OPP. SUDAMA FURNITURE, NAROL, AHMEDABAD- 382405.

Approval for Initial Public Offer

"**RESOLVED THAT** in terms of Section 62 (1) (c), 23(1) (a) and other applicable provisions, if any, of the Companies Act 2013, (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 and subject to the consent of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements)Regulations, 2015, as amended ("SEBI LODR Regulations), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (the "Listing Agreements")the Foreign Exchange Management Act, 1999 ("FEMA") as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and all other concerned authorities and departments if and to the extent necessary and such other approvals, permissions and sanctions 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 thereof for the time being exercising the powers conferred by the Board) as its sole discretion and subject to the approval of Shareholders/ Members of the Company, the consent of the Board of Directors of the Company be and is hereby accorded to create, offer, issue and allot to the public and to such person or persons, who may or may not be the Shareholders/ Members of the Company, to the general public at large and to other categories of investors viz. QIBs (FIIs, FIs, and other eligible entities as per SEBI Regulations), HNIs, Retails Investors, Employees of the Company, Non-resident Indians, Bodies Corporate or other entities as per the extant Regulations and to such other persons in one or more combinations thereof, from time to time in one or more tranches such number of Equity Shares having Face value of Rs.10.00 each (Rupees Ten Only) at such premiumby way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company, as the Board of Directors may deem fit and proper, to create, offer, issue and allot up to 30,00,000 Equity sharesand to enlist Equity Shares on the recognized Stock Exchange(s) (including SME platform) as the Board of Directors of the Company may deem fit and proper, as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with Lead Manager (LM)/Book Running Lead Manager(BRLM) on such terms and conditions including the number of shares to be issued, at par or at premium as may be finalized and approved by the Board in its absolute discretion in accordance with extant SEBI(ICDR) Regulations 2018, as amended from time to time and any other applicable statue."

"**RESOLVED FURTHER THAT** the new equity shares so issued shall upon allotment shall have the same rights of voting as the equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and in subsequent years."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Mr. GhanshyambhaiRanchhodbhai Thakkar (DIN: 06601057), Managing Director, Mr. KunalGhanshyambhaiThakker (DIN: 06495373) Whole-Time Director and Mrs. Preksha Kunal Thakkar (DIN: 07131710), director of the company be and are hereby severally or jointly authorized to do all such acts, deeds, things and matters of whatsoever nature that may be incidental thereto, including but not limited to appointment of Book Running Lead Manager/Lead Manager (s), Legal Advisor, Syndicate Member(s), Underwriter(s), Market Maker(s), Depository (ies), Registrars and other agencies as may be involved in or concerned in such Public issue and to remunerate all such agencies by way of commission, brokerage, fees or otherwise, by way of entering into agreement or otherwise and to settle any question, doubt or difficulty that may arise in regard to the issue, offer and allotment of the said shares,"

// CERTIFIED TRUE COPY //
For, ROOPA SCREEN LIMITED
(Formerly Known as Roopa Screen Private Limited)

GRThakker.

GHANSHYAMBHAI RANCHHODBHAI THAKKAR
Managing Director
DIN: 06601057

ROOPA SCREEN LTD.
AHMEDABAD

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THE EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Approval for Initial Public Offer

The Company intends to list its Equity Shares on SME Platform of Stock Exchange to enable the shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the equity shares of the Company (the "Issue"). The Company intends to undertake the Issue and list its equity shares at an opportune time in consultation with Merchant Banker and other advisor and subject to applicable regulatory approvals.

In order to further meet the funding requirements,so as to facilitate growth, the Board of Directors of your Company proposes to make a Public Issue of equity shares up to 30,00,000 Equity shares, by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company ("Fresh Issue"), at such price and no. of shares as deemed fit by Board ("Issue Price") in consultation with Merchant Banker(s) or any advisor(s) and by following the procedures stated in the provisions of Section 23, 26, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof) and the Rules framed thereunder, the provisions of Securities Contracts Regulations Act, 1956 and the Rules framed thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The shares would be eligible for being listed on SME Platform of recognized Stock Exchange in India.

The Board recommends the resolution for your approval as special resolution.

Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBIICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the company.

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For, ROOPA SCREEN LIMITED
(Formerly Known as Roopa Screen Private Limited)

G R Thakker

GHANSHYAMBHAI RANCHHODBHAI THAKKAR
Managing Director
DIN: 06601057

ROOPA SCREEN LTD. AHMEDABAD