



Regd. Office : E-894, D.S.I.I.D.C Industrial Area, Narela, Delhi-110040
 Corp. Office : KD- 249, Ground floor, Pitampura , Delhi-110034
 Contact : 011-45611750, Mob.: 9711260180
 Email : primecableindustries@gmail.com,
 info@primecabindia.com
 Web : www.primecabinida.com

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF PRIME CABLE INDUSTRIES LIMITED HELD ON FRIDAY, THE 16th DAY OF MAY 2025 AT 01:00 P.M., AT REGISTERED OFFICE KD-249, PITAMPURA, DELHI, 110034

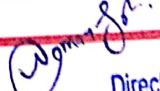
INITIAL PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY: SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 23 (1) (a) and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) (hereinafter referred to as the "Act"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956 ("SCRA") , and the rules framed thereunder, the provisions of the Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), and any other applicable rules, regulations, press notes, guidelines, clarifications, circulars and notifications issued by the Securities and Exchange Board of India (the "SEBI"), the Reserve Bank of India (the "RBI"), and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively, the "Applicable Laws") , listing agreement to be entered into with EMERGE Platform of the National Stock Exchange of India Limited where the Company's equity shares are proposed to be listed ("Stock Exchange") and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of relevant government, statutory and/or regulatory authorities, as required including the Department for Promotion of Industry and Internal Trade ("DPIIT"), Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("RoC"), Ministry of Commerce and Industry, Government of India and all other concerned statutory and other authorities, as may be required (hereinafter collectively referred to as "Appropriate Authority") and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, 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 the IPO committee ("IPO Committee") or any other duly constituted committee of the Board, consent of the members of the Company be and is hereby accorded for an initial public offering of Equity Shares and the Board be and is hereby authorized to create, offer, issue and allot and transfer of the equity shares of face value of ₹ 5 of the Company ("Equity Shares") which may include a fresh issue of Equity Shares ("Fresh Issue") and an offer for sale of the Equity Shares by existing and eligible shareholders of the Company (the "Offer for Sale" together with the Fresh Issue, the "Offer") for cash either at par or premium such that the amount being raised pursuant to the Offer aggregates up to ₹ 4,400 Lakhs, in accordance with the SEBI ICDR Regulations, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations in an initial public offering (provided that such number of additional Equity Shares to the extent of up to 10% of the Offer to the public may be issued and allotted as may be required for the purposes of rounding off to the nearest integer while finalizing the basis of allotment) including the issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations which may include, without limitation, reservation of a certain number of Equity Shares to be offered to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the book running lead manager so appointed ("BRLM") and as may be permissible under Applicable Laws, including foreign/ resident investors, Hindu undivided families, registered foreign institutional investors and their sub-accounts, registered foreign portfolio investors, alternative investment funds, foreign venture capital investors, qualified foreign investors, state industrial development corporations, insurance companies and insurance funds, provident funds, pension funds, national investment fund, insurance funds, trusts/societies registered under the Societies Registration Act, 1860, Indian and/or multilateral and bilateral financial institutions mutual funds, non-resident Indians, employees and/or workers of the Company, in or out of India, or the members of group companies, Indian public, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other categories of investors as may be permitted under Applicable Laws.

For PRIME CABLE INDUSTRIES LIMITED

Unit-I
 E-894, D.S.I.I.D.C. Industrial Area,
 Narela, Delhi-110040

Renufo[®]
 Wires & Cables

Unit-II  Director
 C-60, RIICO Industrial Area, Neemrana,
 Ghiloth, Alwar, Rajasthan-301705



including qualified institutional buyers and anchor investors as defined under the SEBI ICDR Regulations, whether they be holders of Equity Shares or not, and/or through issue of offer documents and in the manner, and on the terms and conditions as the Board may in its discretion, in consultation with the BRLM, decide including the price at which the Equity Shares are to be issued, at par or at premium or discount and for cash as determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations or other consideration and the decision to determine the category or categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors and that the Board may, in consultation with the BRLM, finalize all matters incidental thereto as it may in its discretion think fit."

RESOLVED FURTHER THAT the Board either by itself or through Committee constituted thereof, be and is hereby authorised, on behalf of the Company at its sole discretion, to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees (the "**Reservation**") or to provide a discount to the Offer price to individual bidders, eligible employees or such other eligible categories of investors (the "**Discount**"), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do such acts, deeds things as the Board in its absolute discretion deems necessary or desirable in connection with the Offer including without limitation, the constitution of a committee for the purpose of the Offer, offer and allotment of the Equity Shares and other matters in connection with or incidental to the Offer ("**IPO Committee**").

RESOLVED FURTHER THAT, the Board and/or any Committee of the Board, be and is hereby authorized to make addition or vary any of the above said clauses, in consultation with the Book Running Lead Manager or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Offer structure, and on the exact component of fresh issue of shares in the Offer.

RESOLVED FURTHER THAT: -

- a) all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with Applicable Law, or the Company and/or the Selling Shareholders shall pay interest on failure thereof, as per Applicable Law;
- b) Details of all monies utilized out of the Offer referred to in sub-item (a) above 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;
- c) Details of all unutilized monies out of the issue of shares, if any, referred to in sub-item (a) above 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; and
- d) Company shall comply with the requirements of SEBI LODR Regulations as may be applicable in relation to the disclosure and monitoring of the utilisation of the proceeds of the Offer.

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board in favour of underwriter (s) to the issue;

RESOLVED FURTHER THAT, the Board and/or any Committee of the Board, be and is hereby authorized to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Offer, as are in the best interests of the Company;

For PRIME CABLE INDUSTRIES LIMITED


Director



RESOLVED FURTHER THAT, the Board and/or any Committee of the Board, be and is hereby authorized to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be required in connection with the above;

RESOLVED FURTHER THAT, the Board including any Committee be and is hereby authorized to appoint the Book Running lead manager to the above Offer, Underwriter to the above Offer, Market Maker to the above Offer, Registrar to the Offer, Legal Advisors(s), Sponsor Bank(s), and other capital market intermediaries as required.

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not subscribed and/or not transferred by way of the Offer, may be disposed off by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, thinks most beneficial to the Company, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign portfolio investors / bodies corporate / such other persons or otherwise, in accordance with Applicable Law.

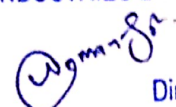
RESOLVED FURTHER THAT,

- a) The Company will furnish to the stock exchange on a quarterly/half yearly basis, a statement indicating material deviations, if any, in the use of proceeds of the Initial Public Offering from the objects stated in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus;
- b) The information mentioned in sub-clause (a) shall be furnished to the stock exchange along with the interim or annual financial results submitted under Regulation 33 of SEBI LODR Regulations and shall be published in the newspapers, if required simultaneously with the interim or annual financial results, after placing it before the Audit Committee, in terms of Regulation 47 of SEBI LODR Regulations;

RESOLVED FURTHER THAT the existing shareholders of the Company may participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLM, subject to the receipt of consent of Stock Exchanges, SEBI, RBI, the RoC and/or such other approvals, permissions and sanctions of all other concerned statutory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLM, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other Applicable Laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLM and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.

RESOLVED FURTHER THAT, for the purpose of giving effect to these resolutions, the Board of the Company be and is hereby authorized, on behalf of the Company, to decide and approve the terms and conditions of the Offer, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Offer, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Offer, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), Book Running Lead Manager, registrar(s), syndicate member(s), underwriter(s) any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the EMERGE Platform of National Stock Exchange of India Limited where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

For PRIME CABLE INDUSTRIES LIMITED


Director



RESOLVED FURTHER THAT Mr. Purshotam Singla, Chairman and Managing Director and Ms. Vandana the Company Secretary and Compliance Officer or Naman Jain, the Chief Financial Officer be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities and to file necessary forms with the RoC and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

Certified True Copy

By Order of the Board

For Prime Cable Industries Limited
FOR PRIME CABLE INDUSTRIES LIMITED

Naman Singla

Whole-time Director

DIN: 07101556

Add: H.No.39, Road No.5,
East Punjabi Bagh, Delhi-110026

Date: 16.05.2025

Place: Delhi


Director

EXPLANATORY STATEMENT

RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING:

The Company proposes to offer and allot and transfer the equity shares for cash either at par or premium such that the amount being raised pursuant to the fresh issue and an offer for sale of the Equity Shares by existing and eligible shareholders of the Company on such terms, in such manner in accordance with the applicable laws including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). Accordingly, Board of Directors of the Company in its meeting held on 21.04.2025 approved the proposal to undertake an initial public offering of the Equity Shares by way of fresh issue of Equity Shares (the "Fresh Issue") and an offer for sale of the Equity Shares by certain existing Shareholder ("Selling Shareholder") ("Offer for Sale" and together with the Fresh Issue, the "Offer") at a price to be determined in consultation with the Selling Shareholder and the Book Running Lead Manager appointed in respect of the Offer through book building method in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law. The Equity Shares allotted shall rank in all respects *pari-passu* with the existing Equity Shares of the Company. The Company intends to, at the discretion of the Board, undertake the Offer and list its Equity Shares in consultation with the Book Running Lead Manager and other advisors and subject to applicable regulatory approvals and other approvals to the extent necessary.

The proceeds from the Fresh Issue will be utilised for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the stock exchange where the shares are proposed to be listed in connection with the Offer. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to Applicable Laws. The price at which the Equity Shares will be allotted through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for Equity Shares offered in the Offer shall be determined and finalised by the Company in consultation with the BRLM to the Offer in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

The Company will not make an issue of Equity Shares to any of the promoters, or members of the promoter group of the Company in the Offer. However, directors or key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations, the Companies Act, and any other Applicable Laws. Other than through their participation in the Offer as mentioned above, none of the Directors, key managerial personnel, senior management and relatives of Directors, key managerial personnel and/or senior management (as defined in the Companies Act and SEBI ICDR Regulations) are concerned or interested in the proposed resolution.

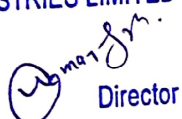
No change of control of the Company or management is intended or expected pursuant to the Offer.

In view of the above and in terms of Section 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, the approval of the Shareholders of the Company is required through a special resolution.

Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013, SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the said IPO, the Board will make necessary amendments.

Certified True Copy
By Order of the Board
For Prime Cable Industries Limited

Naman Singla
Whole-time Director
DIN: 07101556
Add: H.No.39, Road No.5,
East Punjabi Bagh, Delhi-110026


Director

Date: 16/05/2025
Place: Delhi

