

EXTRACT OF THE MINUTES OF THE 6TH MEETING OF THE BOARD OF DIRECTORS FOR THE FINANCIAL YEAR 2024-25 OF M/S. REGAAL RESOURCES LIMITED HELD AT CONFERENCE ROOM, 7TH FLOOR, D2/2, BLOCK EP & GP, SECTOR - V, KOLKATA - 700091, WEST BENGAL ON TUESDAY, THE 24TH DAY OF DECEMBER 2024 AT 8:00 PM.

ITEM NO. 2.3. TO TAKE ON RECORD CONSENT OF THE SELLING SHAREHOLDERS

The Board noted that certain shareholders of the company have expressed their consent to participate in the proposed Initial Public Offering (IPO) by offering a part or all of their shareholding through an Offer for Sale (OFS). The selling shareholders have submitted their consent letters confirming their willingness to participate in the IPO and provide a specified number of shares for sale.

After detailed discussion, following resolution was passed:

"RESOLVED THAT the Board hereby takes on record that Mr. Anil Kishorepuria, Ms. Shruti Kishorepuria, BFL Private Limited and SRM Private Limited, the existing shareholders of the Company have, *vide* their letters dated 23rd December'2024 consented to offer up to 3,095,440, 1,800,000, 2,532,300 and 1,572,260 Equity Shares held by them respectively for sale through the Offer and that the Company has been authorised by the Selling Shareholder(s) in terms of Section 28(3) of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Karan Kishorepuria (DIN - 09228702), Whole Time Director of the Company, be and is hereby severally authorised to file necessary forms with the Registrar of Companies, West Bengal at Kolkata (RoC) and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, certificates etc., as may be required in order to give effect to this resolution.

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

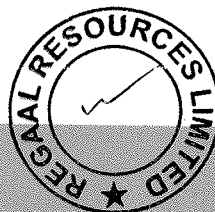
ITEM NO. 2.4. TAKING NOTICE OF OFFER FOR SALE

The Board noted that certain shareholders of the company, holding equity shares, have expressed their intent to offer a part or all of their shareholding for sale through an Offer for Sale (OFS) as part of the company's proposed Initial Public Offering (IPO).

Also, Such an Offer for Sale will be conducted in compliance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, and the same will be appropriately disclosed in the Draft Red Herring Prospectus (DRHP), Red Herring Prospectus (RHP), and other regulatory filings.

After detailed discussion, following resolution was passed:

"RESOLVED THAT subject to the consents, approvals, permissions and sanctions of the regulatory authorities, if and to the extent necessary, and subject to such conditions and modifications as may be



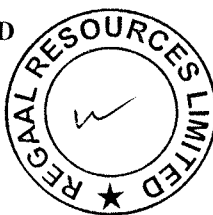
prescribed in granting such consents, approvals, permissions and sanctions which may be agreed to by the Board under applicable provisions of the SEBI ICDR Regulations and other applicable laws, the Board takes note of the intention to create, offer, issue and allot equity shares of face value of ₹ 5.00/- each of the Company (**Equity Shares**), through a fresh issue of Equity Shares by the Company aggregating up to ₹ 1900 million (**Fresh Issue**) and an offer for sale aggregating up to 90,00,000 Equity Shares as may be determined by **Mr. Anil Kishorepuria, Ms. Shruti Kishorepuria, BFL Private Limited and SRM Private Limited**, the existing shareholder(s) of the Company by way of their consent letters dated 23rd December'2024, (**Selling Shareholder(s)**) (**Offer for Sale**, and together with the Fresh Issue, the **Offer**) at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium or discount per Equity Share as allowed under applicable laws and as may be fixed and determined by the Company and the Selling Shareholder(s) in consultation with the book running lead managers appointed for the Offer (**BRLMs**), in terms of the Offer agreement, 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 BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer.

RESOLVED FURTHER THAT Mr. Karan Kishorepuria (DIN – 09228702), Whole Time Director of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be required or deemed expedient to give effect to the above resolutions.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions.

//Certified True Copy//

For **REGAAL RESOURCES LIMITED**



ANIL KISHOREPURIA

Chairperson & Managing Director

DIN – 00724328

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