

TSC INDIA LIMITED

(FORMERLY KNOWN AS TSC TRAVEL SERVICES LIMITED AND TSC TRAVEL SERVICES PRIVATE LIMITED)

OFFICE NO. 3, 2ND FLOOR, MIDLAND FINANCIAL CENTRE, PLOT NO. 21-22,
G.T. ROAD, JALANDHAR PUNJAB - 144001

Company Registered With CIN:- U63040PB2003PLC026209

E-MAIL:- info@tscpl.biz

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE 10TH ANNUAL GENERAL MEETING (AFTER APPLICABILITY OF SECRETARIAL STANDARDS 1 & 2) OF TSC INDIA LIMITED FOR FINANCIAL YEAR 2024-25 HELD ON MONDAY ON SEPTEMBER 30TH, 2024 AT REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. 3, 2ND FLOOR, MIDLAND FINANCIAL CENTRE, PLOT NO. 21-22, G.T. ROAD, JALANDHAR, PUNJAB -144001 AT 01:00 P.M.

ITEM NO. 06

INITIAL PUBLIC OFFER BY THE COMPANY

A proposal placed before the board to bring Initial Public Offer by the Company. The Board considered the matter diligently and passed the following resolution unanimously to be placed before the members of the Company for approval as special resolution in the ensuing Annual General Meeting:

“RESOLVED THAT pursuant to the provisions of Section 23 and Section 62(1)(c) and all 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) (the “Act”) read with the rules made thereunder, to the extent notified and in effect, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement(s) to be entered into by the Company with the Stock Exchange(s) where the Company’s Equity Shares are proposed to be listed and subject to the provisions contained in the relevant guidelines, circulars, rules, regulations etc. issued by the Reserve Bank of India (“RBI”), Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (the “Regulations”), approval of the Foreign Investment Promotion Board (“FIPB”) and/or such other approvals, permissions and sanctions of all concerned authorities and departments, if and to the extent necessary and subject to such conditions and modifications as may be prescribed in granting such permissions, approvals and sanctions which may be agreed to by the Board of Directors (the “Board”, which expression shall include any committee constituted by the Board to exercise its powers including the powers conferred by the resolution passed by members), consent of members of the Company be and is hereby accorded to issue, offer and allot equity shares of face value of Rs. 10/- (“Equity Shares”) each at a price including premium to be determined in accordance with the method as may be prescribed by SEBI ICDR Regulations, 2018 and subsequent amendments thereto (“ICDR Regulations”), upto **37,00,000** Equity Shares including the issue and allotment of Equity Shares and/or other securities to Market Maker, in accordance with the provisions of regulation 261 of Chapter IX of the ICDR Regulations and/or other applicable statutory and/or regulatory requirements, to be issued, at par or at premium and for cash or other consideration on such terms and conditions as may be finalised by the Board (such issue referred to as Public Issue) and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT pursuant to applicable provision of Rule 9A of the Companies (Prospectus and Allotment of Shares) Rules, 2014 for dematerialisation of shares by the unlisted companies, the Board be and is hereby authorised to dematerialise all the Pre-IPO Shares of the

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shareholders and the consent of all the Pre-IPO Shareholders is accorded for lock in of Pre-IPO shares for a period of 1 year or 3 years, as the case may be, from the date of allotment of shares in the IPO, without being required to seek any further consent.

RESOLVED FURTHER THAT such of these equity shares may also be issued on Pre-IPO Placement basis (as defined under SEBI ICDR Regulations) or to any category(ies) of persons as may be permissible in accordance with the SEBI (ICDR) Regulations and other applicable laws, regulations, policies or guidelines in such manner and on such terms as the Board and/or its Committee in its absolute discretion may think most beneficial to the Company including without limitation, to negotiate, finalize and execute any document or agreement and any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/ Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute discretion decide, subject to SEBI ICDR Regulations and other regulations, as applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and execute the Offer Document(s), Form of Application, appointment of the Book Running Lead Manager(s), Registrar to the Issue/Offer, Bankers to the Issue/Offer, Depository Participant, custodians, Legal Advisors to the Issue/Offer, Market Makers, Nominated Investors and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Issue/Offer, enter into stand-by-arrangement with Brokers/Bankers/Merchant Bankers for the whole or the part of the Issue/Offer and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities, and do all such acts, deeds and things as it may, in its sole discretion, deem necessary and settle any or all matters arising with respect to the Issue/Offer, allotment and utilization of the proceeds of the issue of Equity Shares and further do all such acts, deeds and things and finalize and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed initial public offering, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard.

RESOLVED FURTHER THAT in terms of the Act and all other applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorized at its option to make an allotment of not more than 10% of the net issue/offer to public for the purpose of making allotment in minimum lots, in case of oversubscription.

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RESOLVED FURTHER THAT the Board or a Committee constituted thereof as the Board may constitute in this regard, be entitled to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchange(s).

RESOLVED FURTHER THAT for the purpose of undertaking the IPO and/or to give effect to the above, the Board or a Committee constituted thereof be and is hereby authorized to do all such acts, things or deeds as may be necessary for the issuance and allotment of the said Equity Shares and to take such action or give such directions as may be necessary or desirable, and to accept any modifications in the proposal and terms of the Issue/Offer, including the price of the Equity Shares to be so issued, as may be considered necessary by the Board or as may be prescribed in granting approvals to the Issue/Offer and which may be acceptable to the Board and to decide the Basis of Allotment and, settle any question or difficulty that may arise in regard to the Issue/Offer and Allotment of the Equity Shares.

RESOLVED FURTHER THAT for the purposes of giving effect to this resolution, the Board or such other Committee thereof as the Board may constitute in this regard, be and are hereby authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including without limitation to enter into escrow, underwriting, marketing, depository, market-making and any other arrangements or agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on stock exchange(s) in India with the power to act on behalf of the Company and to settle such question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit.

RESOLVED FURTHER THAT

- i. All monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
- ii. details of all monies utilized out of the Issue referred above shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- iii. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- iv. Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") subject to the amendment, as may be applicable in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Public Issue, including, without limitation, the following:

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- i. constituting a committee for the purposes of the issue, offer and allotment of the Equity Shares, and other matters in connection with or incidental to the Public Issue ("IPO Committee");
- ii. authorization to any director or directors of the Company, Key Managerial Personnel or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as such authorized person in his/ her/ its absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of the Equity Shares;
- iii. giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- iv. appointing the Book Running Lead Manager(s), Market Maker(s), Underwriters(s), Legal Advisor(s), Registrar(s), Escrow Bank(s), Syndicate Member(s), Sponsor Bank and other intermediaries to the Public Issue in accordance with the provisions of the SEBI ICDR Regulations and other applicable statutory and/ or regulatory requirements;
- v. seeking, if required, any approval, consent, no-objection or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents, no-objection or waivers that may be required in connection with the issue, offer and allotment of the Equity Shares;
- vi. deciding the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Public Issue;
- vii. approval of the draft and final offer documents (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the Book Running Lead Manager(s), in accordance with all applicable laws, rules, regulations and guidelines;
- viii. seeking the listing of the Equity Shares on any recognized stock exchange(s) in India, submitting the listing application to such Stock Exchange(s) and taking all actions that may be necessary in connection with obtaining such listing;
- ix. finalization of an arrangement for the submission of the draft red herring prospectus to be submitted to the Stock Exchange(s) for receiving comments from the public and the red herring prospectus / prospectus to be filed with the Stock Exchange(s), Registrar of Companies, SEBI and/ or any other regulatory authorities, and any corrigendum, amendments supplements thereto;
- x. authorization of the maintenance of a register of holders of the Equity Shares;
- xi. finalization of the public announcement w.r.t. price band disclosure in consultation with the Book Running Lead Manager(s) and to give the public advertisement in the newspaper(s) as per the applicable provisions;
- xii. finalization of the basis of allotment of the Equity Shares;
- xiii. finalization of the allotment of the Equity Shares on the basis of the applications received;
- xiv. acceptance and appropriation of the proceeds of the Public Issue; and
- xv. To generally do any other act and/or deed, to negotiate and execute any document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Public Issue.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or

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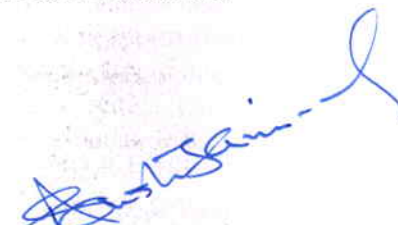
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allotment of the equity shares in the Public Issue and the utilisation of the issue proceeds in relation to the expansion plans, acquisitions, working capital requirements, repayment of secured loans, capital expenditure, other corporate initiatives, or in any other manner it may deem fit, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the issue, appoint Lead Manager(s), Banks and other intermediaries or agencies concerned, enter into any agreements or other instruments for such purpose, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may *suo moto* decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorised herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted shall be subject to the Memorandum and Articles of Association of the Company and such new equity shares shall in all respects rank *pari-passu* with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to delegate all or any of their powers herein conferred to a committee of directors to be constituted or the Chairman and/or any Director of the Company or Chief Financial Officer or Company Secretary of the Company to give effect to the aforesaid resolutions."

**Certified to be True Copy
FOR TSC INDIA LIMITED**



ASHISH KUMAR MITTAL
MANAGING DIRECTOR
DIN: - 00027712



VINAY GUPTA
DIRECTOR
DIN: - 03306431

Date: - 30.09.2024

Place: - JALANDHAR

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

The Company needs to raise funds to contribute towards the equity infusion which is required for expansion of the business of Company which will be utilized *inter-alia*:

- a. Working Capital Requirements
- b. General Corporate Purpose

Or any such other purpose as the Board may deem fit. Therefore, to meet such requirements it is proposed to offer, issue and allot equity shares to the public.

The detailed terms and conditions will be determined in consultation with the Book Running Lead Manager(s), Consultants, Advisors, Underwriters and/or such other intermediary agencies as may be appointed for the issue. Wherever necessary and applicable, the pricing of the issue will be finalized in accordance with the applicable guidelines, in force, of GOI, RBI, SEBI and other relevant authorities.

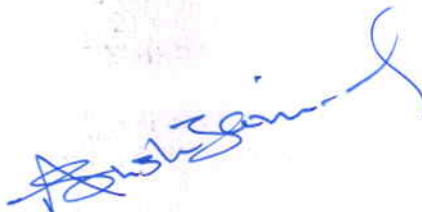
In terms of provisions of the Companies Act, 2013, consent of members is required to issue further equity shares to any person other than the Promoters and promoter group (categorized as per SEBI ICDR Regulations) pursuant to the Initial Public Offer (IPO). Consent of the members is therefore sought to authorise the Board to offer, issue and allot equity shares.

The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend to pass the resolution as special resolution.

Directors, their relatives and Key Managerial Personnel and who are members of the Company, may be deemed to be concerned or interested in this resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

The Board recommends this resolution for approval by members as a Special Resolution.

FOR TSC INDIA LIMITED



ASHISH KUMAR MITTAL
MANAGING DIRECTOR
DIN: - 00027712



VINAY GUPTA
DIRECTOR
DIN: - 03306431

Date: - 30.09.2024

Place: - JALANDHAR