

SRIVARI SPICES AND FOODS LIMITED

(Previously known as "Srivari Spices and Foods Private Limited")

CIN: U15494TG2019PLC130131

Regd. Off: Shed No. 5-105/4/A, SY No.234/A Sriram Industrial Area, Kattedan, Jalpally

Hyderabad -500077 Telangana IN,

Email Id:srivarispices@gmail.com, Contact No: 7375888999

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SRIVARI SPICES AND FOODS LIMITED (PREVIOUSLY KNOWN AS "SRIVARI SPICES AND FOODS PRIVATE LIMITED"), DULY CONVENED AND HELD ON THURSDAY, 23RD MARCH, 2023 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SHED No. 5-105/4/A, SY No.234/A SRIRAM INDUSTRIAL AREA, KATTEDAN, JALPALLY HYDERABAD TG 500077 IN

ITEM NO. 1: TO RECOMMEND INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY:

"RESOLVED THAT pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof), the applicable provisions of Securities Contracts (Regulation) Act, 1956, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable laws or regulation in India, including without limitation, the provisions of the Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force) and the listing agreement to be entered into with the Stock Exchange where the equity shares of the Company are proposed to be listed on the SME platform and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ("SEBI"), Stock Exchange(s), the Reserve Bank of India ("RBI") Ministry of Corporate Affairs ("MCA"), the Registrar of Companies (the "RoC") and/ or any other competent authorities, and all other appropriate applicable statutory and/or regulatory requirements and subject to such approvals, consents, sanctions, permissions and conditions as may be prescribed by competent statutory and/or regulatory authorities and subject to such conditions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" and which term shall include such Committee of Directors constituted/to be constituted for the said purpose), subject to the approval of members of the company in general meeting, consent of Board of the Company be and is hereby accorded to issue, offer and allot equity shares of face value of Rs. 10/- ("Equity Shares"), each and such other securities which may be convertible into or exchangeable for Equity Shares, 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 22,00,000 Equity Shares (Twenty Two Lakhs Equity Shares Only) as the



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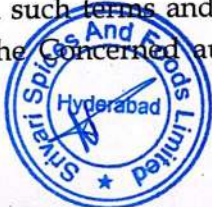
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fresh issue at such price including premium as may be decided in any mode whether fixed or through book building mechanism as per the applicable regulations. The issue size including the issue and allotment of Equity Shares and/or other securities 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 as may be resolved by members.

RESOLVED FURTHER THAT subject to the approval of members of the company in general meeting, such of these equity shares may also be issued on Pre-IPO Placement (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, if any, 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, finalise and execute any document or agreement and any amendments or supplements thereto and generally 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 subject to the approval of members of the company in general meeting, such of these equity shares to be issued as are not subscribed may be disposed of by 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/Foreign Institutional Investors/Bodies Corporate/such other persons or otherwise as the Board may in its absolute discretion decide, subject to the SEBI ICDR Regulations and other regulations, as applicable.

RESOLVED FURTHER THAT subject to the approval of members of the company in general meeting, the Board be and is hereby authorised to finalise and execute the Offer Document(s), Form of Application, appointment of the Book Running Lead Manager/Lead Manager(s), Registrar to the Issue/Offer, Market Marker(s), 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/Book Running Lead Manager/Lead Manager 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



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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 utilisation of the proceeds of the issue of Equity Shares and further to do all such acts, deeds and things and finalise 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, subject to the approval of members of the company in general meeting, the Board be and is hereby authorised 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.

RESOLVED FURTHER THAT subject to the approval of members of the company in general meeting, 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, subject to the approval of members of the company in general meeting, the Board or a Committee constituted thereof be and is hereby authorised 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 proposed 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, subject to the approval of members of the company in general meeting, 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,



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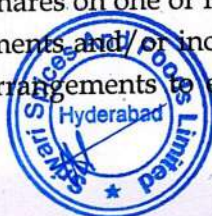
underwriting, marketing, depository, market-making and any other arrangements or agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek 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 the Equity Shares to be so issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing equity shares of the Company, save and except that the said new equity shares shall be entitled to such payment of dividend as may be declared at any time after allotment thereof on the amount paid up thereon on pro rata basis with the existing shares of the Company.

RESOLVED FURTHER THAT

- i. All monies received by the Company out of the Issue/Offer and allotment of the Equity Shares to the public 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 utilised out of the Issue/Offer as referred to above shall be disclosed and continued to be disclosed until the time any part of the Issue/Offer proceeds remains unutilised under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised;
- iii. Details of all unutilised monies out of the Issue/Offer, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised 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 subject to the approval of members of the company in general meeting, the Board and/or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of Equity Shares on one or more Stock Exchange(s) in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to



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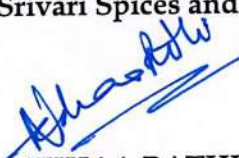
trade in Equity Shares in a dematerialized form with regard to any such issue or allotment as it may in its absolute discretion deem fit and all such other acts necessary for the listing without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT subject to the approval of members of the company in general meeting, the Board is authorized to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the shareholders of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

//CERTIFIED TRUE COPY//

For SRIVARI SPICES AND FOODS LIMITED
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NEIHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

Place: Hyderabad

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ITEM NO. 2: SUBJECT TO APPROVAL OF MEMBERS OF THE COMPANY, TO AUTHORIZE THE BOARD TO BORROW MONEY PURSUANT TO SECTION 180(1)(C):

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the Board of Director (hereinafter referred to as "Board") be and is hereby accorded, subject to approval of members of the company, to borrow in any manner from time to time any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed by the Company together with the monies already borrowed or to be borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), from the financial institutions, Company's bankers and/or from any person or persons, firms, bodies corporate whether by way of loans, advances, deposits, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, which may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of Rs. 500,00,00,000/- (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Director of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."



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NEHA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

Place: Hyderabad

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ITEM NO. 3: SUBJECT TO APPROVAL OF MEMBERS OF THE COMPANY, TO EMPOWER BOARD FOR CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE OF LENDERS U/S 180(1)(A) & OTHER APPLICABLE PROVISIONS, IF ANY OF THE COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force, and the Articles of Association of the Company, the consent of the Board be and is hereby accorded, subject to the approval of members of the company, for creation of charge/ mortgage/ pledge/ hypothecation/ security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/ or immovable properties, tangible or intangible assets of the Company, both present and future and/ or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/ to be availed by the Company by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/ partly convertible debentures and/ or non-convertible debentures with or without detachable or non-detachable warrants and/ or secured premium notes and/ or floating rate notes/ bonds or other debt instruments), issued/ to be issued by the Company including deferred sales tax loans availed/ to be availed by various units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document entered into / to be entered into between the



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Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies) representing various state government and/or other agencies, etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies), etc.

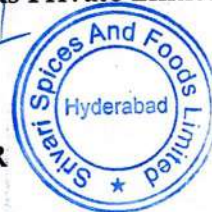
RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

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For SRIVARI SPICES AND FOODS LIMITED
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NEIHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

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ITEM NO. 4: SUBJECT TO APPROVAL OF MEMBERS OF THE COMPANY, TO AUTHORIZE THE BOARD TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification or re-enactment thereof), subject to the consent of the members of the company and the terms of Articles of Association of the Company and any other approvals, consents, sanctions and permissions as may be necessary, the consent of the board be and is hereby accorded for making investment(s) in excess of limits specified under section 186 of the Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body or other person/entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only), notwithstanding that such investment and acquisition together with existing investments of the Company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013, i.e. the limits available to the company is sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

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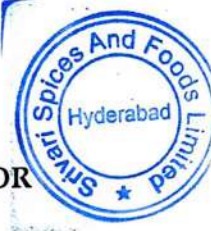
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DIN: 05274847



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ITEM NO. 5: SUBJECT TO APPROVAL OF MEMBERS OF THE COMPANY, AUTHORITY TO EXTEND LOAN(S) AND GIVING GUARANTEE(S) OR PROVIDING SECURITIES IN TERMS OF PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013.

"RESOLVED THAT pursuant to the provisions to the section 185 (2) of the Companies Act, 2013, the consent of the Board be and is hereby accorded, subject to the approval of members of the company, to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any Loan taken/to be taken or any other form of financial assistance granted by financial institutions by any entity or any other person in which any of the Director of the Company is interested or deemed to be interested, up to limits approved by the shareholders of the company u/s 186 of the Companies Act, 2013 from time to time.

"RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded, subject to the approval of members of the company, to furnish guarantee and/ or provide security in respect of the Company's assets (s) in favour of the concerned banks/ financial institutions of the Borrower or their nominee(s)/ security trustee(s), as contractual comfort/ security for the Borrower's obligations under the financial assistances, in the form and manner set out in the respective sanction letters/ transaction documents."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

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ITEM NO. 6: SUBJECT TO APPROVAL OF MEMBERS OF THE COMPANY, APPROVAL OF RELATED PARTY TRANSACTIONS IN TERMS OF PROVISIONS OF SECTION 188 OF THE COMPANIES ACT, 2013.

"RESOLVED FURTHER THAT pursuant to the provisions of the Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read along with the rules made thereunder and in terms of the Regulation 23 of the SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment thereof, the consent of the Board be and is hereby accorded, subject to the approval of members of the company, to enter into a contract(s)/ arrangement (s)/ transaction(s)/ appointment(s) of/with any related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, provided that contract(s)/ transaction(s)/ arrangement(s)/ appointment(s) so carried out with any of related party(ies) of the Company (entered/ to be entered individually with a related party or entered/ to be entered with all the related parties taken together with) upto a maximum amount of Rs. 500,00,00,000/- Crores (Rupees Five Hundred Crores only) during any given Financial Year on such terms and conditions as may be decided by the Board of directors of the Company."

"RESOLVED FURTHER THAT subject to the approval of members of the company, all the actions, decisions & approvals accorded by the Board of Directors (including any Committee) in this connection be and are hereby approved & confirmed and the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto in the best interest of the Company."



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(Previously known as "Srivari Spices and Foods Private Limited")

CIN: U15494TG2019PLC130131

Regd. Off: Shed No. 5-105/4/A, SY No.234/A Sriram Industrial Area, Kattedan, Jalpally
Hyderabad -500077 Telangana IN,

Email Id:srivarispices@gmail.com, Contact No: 7375888999

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

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For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEHA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023
Place: Hyderabad

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ITEM NO. 7: SUBJECT TO APPROVAL OF MEMBERS OF THE COMPANY, TO INCREASE THE OVERALL MANAGERIAL REMUNERATION PAYABLE BY THE COMPANY.

"RESOLVED FURTHER THAT in accordance with the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013 read along with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof), consent of the Board be and is hereby accorded, subject to the approval of members of the company, to increase the overall limit of managerial remuneration payable by the company in respect of any financial year above 11% of the net profits of the company computed in the manner laid down under Section 198 of the Companies Act, 2013 upto a maximum amount of Rs. 1 Crores (Rupees One Crores only) during any given Financial Year."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

//CERTIFIED TRUE COPY//

For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")

NEIHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023
Place: Hyderabad

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ITEM NO. 8: TO APPROVE THE PAYMENT OF SITTING FEES FOR NON-EXECUTIVE DIRECTORS OF THE COMPANY

"RESOLVED THAT pursuant to the provision of section 197 (5) of the Companies Act, 2013 read with the rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 consent of the board be and is hereby accorded for payment of sitting fees to Non-Executive directors of the Company of Rs. 1,000/- (Rupees One Thousand only) for attending the board and its committees meetings of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

//CERTIFIED TRUE COPY//

For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEHA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

Place: Hyderabad

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ITEM NO. 9: TO APPROVE CONSTITUTION OF THE AUDIT COMMITTEE

"RESOLVED THAT pursuant to Section 177 and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, Audit Committee be and is hereby constituted with the following members:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Uday Kiran Reddy Sama	Independent Director	Chairman
Mr. Rashida Younus Ahmedabadwala	Independent Director	Member
Mr. Hari Prasad Puttumurthi	Independent Director	Member

RESOLVED FURTHER THAT the Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the Shareholders in any matter relating to accounts.

The scope, functions and the terms of reference of our Audit Committee, is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations which are as follows:

A. Powers of Audit Committee

The Audit Committee shall have the following powers:

- To investigate any activity within its terms of reference;



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- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary

B. Role of the Audit Committee

The role of the audit committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Monitoring the end use of funds raised through public offers and related matters;
8. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;



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9. Approval of any subsequent modification of transactions of the company with related parties;
Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2 (zc) of the SEBI Listing Regulations and/or the Accounting Standards.
10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussion with internal auditors of any significant findings and follow up there on;
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. Reviewing the functioning of the whistle blower mechanism;
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and
22. Reviewing the utilization of loans and/or advances from/investments by the holding company in the subsidiary exceeding rupees hundred crores or 100% of the asset size of the subsidiary, whichever is lower including existing loans / advances/ investments, as may be applicable.
23. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Further, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;



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- Internal audit reports relating to internal control weaknesses; and
- Appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations:
 - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) the SEBI Listing Regulations.

RESOLVED FURTHER THAT any member of the audit committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Audit Committee.

//CERTIFIED TRUE COPY//

For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEIHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

Place: Hyderabad

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ITEM NO. 10: TO APPROVE THE CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE

"RESOLVED THAT pursuant to Section 178, Schedule V and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, Nomination and Remuneration Committee be is hereby constituted with the following members:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Uday Kiran Reddy Sama	Independent Director	Chairman
Mr. Rashida Younus Ahmedabadwala	Independent Director	Member
Mr. Hari Prasad Puttumurthi	Independent Director	Member

RESOLVED FURTHER THAT the Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the Shareholders in any matter relating to remuneration.

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations and the terms of reference, powers and role of our Nomination and Remuneration Committee are as follows:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;



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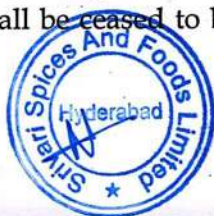
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2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. devising a policy on diversity of board of directors;
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommend to the board, all remuneration, in whatever form, payable to senior management;
8. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent each is applicable; or
 - the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
9. evaluating the performance of the independent directors and on the basis of their performance evaluation recommending the Board of Directors and the members of the Company to extend or continue the term of appointment of the independent director; and
10. performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT any member of the Nomination and Remuneration Committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Nomination and Remuneration Committee.



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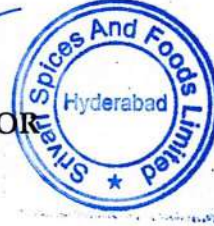
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For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEIHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

Place: Hyderabad

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ITEM NO. 11: TO APPROVE THE CONSTITUTION OF CONSTITUTION OF STAKEHOLDER'S RELATIONSHIP COMMITTEE

"RESOLVED THAT pursuant to Section 178 sub section (5) and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meeting of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, Stakeholder's Relationship Committee be is hereby constituted with the following members:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Uday Kiran Reddy Sama	Independent Director	Chairman
Mr. Rashida Younus Ahmedabadwala	Independent Director	Member
Mr. Hari Prasad Puttumurthi	Independent Director	Member

RESOLVED FURTHER THAT the Company Secretary of our Company shall act as a Secretary to the Audit Committee.

The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Stakeholders' Relationship Committee of our Company include:

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipts of annual reports, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- Review of measures taken for effective exercise of voting rights of by shareholders;



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- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipts of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company; and
- Carrying out any other function as prescribed under the SEBI Listing Regulations as and when amended from time to time.

RESOLVED FURTHER THAT any member of the Stakeholder's Relationship Committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Stakeholder's Relationship Committee."

//CERTIFIED TRUE COPY//

For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEIHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

Place: Hyderabad

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ITEM NO. 12: TO FIX UP DAY, DATE AND TIME FOR EXTRA-ORDINARY GENERAL MEETING AND TO APPROVE DRAFT NOTICE ALONG WITH EXPLANATORY STATEMENT

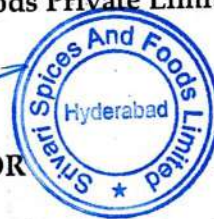
"RESOLVED FURTHER THAT the draft notice containing resolutions along with explanatory statement for convening the Extra-Ordinary General Meeting of the Members of Company to be convened on **Monday, 27th March, 2023** at the registered office of the company situated at Shed No. 5-105/4/A, SY No.234/A Sriram Industrial Area, Kattedan, Jalpally Hyderabad - 500077 Telangana IN be and is hereby approved by the board.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to sign, execute all such documents and do all such acts, deeds and things which may be necessary to bring into effect the above resolution."

//CERTIFIED TRUE COPY//

For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEELHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

Place: Hyderabad

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ITEM NO. 13: TO APPOINT BOOK RUNNING LEAD MANAGR/LEAD MANAGER FOR THE INITIAL PUBLIC OFFER OF THE COMPANY

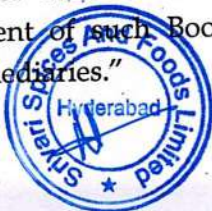
The Chairman informed the Board that the Company has to appoint Merchant Banker and appoint other Intermediaries in consultation with the Merchant Banker, to carry out the obligations relating to the proposed Initial Public Offering. Further, the Company has to appoint only those intermediaries which are registered with the SEBI.

The Chairman placed before the Board the draft of Mandate Letter for the forthcoming Initial Public Offering ("IPO") to be entered into with GYR Capital Advisors Private Limited ("GYR"), having its Registered Office at 428, 4th Floor, Gala Empire, Near J B Tower, Drive in Road, Thaltej, Ahmedabad, Gujarat - 380054 in connection with the said Initial Public Offering.

The Board discussed and passed the following resolution in this regard -

"RESOLVED THAT GYR Capital Advisors Private Limited, a SEBI Registered Category-I Merchant Banker be and is hereby appointed as the Book Running Lead Manager/Lead Manager to the proposed issue of Equity Shares of face value of Rs. 10.00/- each of the Company for cash at a premium in accordance with the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "Issue"), on the terms and conditions set out in the draft mandate letter placed before the meeting and initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to negotiate the terms of their appointment including their fees and also to appoint such other intermediaries as one may deem necessary to appoint in this regard and to sign and execute any documents, deeds, agreements or Memorandum of Understanding or any other documents relating to the appointment of such Book Running Lead Manager / Lead Managers to the Issue and other intermediaries."



SRIVARI SPICES AND FOODS LIMITED

(Previously known as "Srivari Spices and Foods Private Limited")


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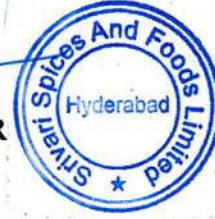
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Hyderabad -500077 Telangana IN,

Email Id:srivarispices@gmail.com, Contact No: 7375888999

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For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEIHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

Place: Hyderabad

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ITEM NO. 14: TO APPOINT REGISTRAR TO THE ISSUE FOR INITIAL PUBLIC OFFER OF THE COMPANY

The Chairman apprised the board about the requirement to appointment of Registrar to the Issue ("RTA") for the upcoming Initial Public Offer. The Chairman further informed the Board that the Company in consultation with Book Running Lead Manager/Lead Manager have finalised Bigshare Services Pvt. Ltd. as RTA. After necessary discussion, Board decided to appoint Bigshare Services Pvt. Ltd. by passing the following resolution:

"RESOLVED THAT Bigshare Services Pvt. Ltd., who are duly registered with the Securities and Exchange Board of India (SEBI) under SEBI (Registrar to an issue and Share Transfer Agents) Regulations 1993 be and are hereby appointed as Registrars to the proposed issue of Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall approach Registrar to the Issue to give consent in writing conveying their approval for inclusion of their names in the Draft Prospectus / Prospectus (collectively to be referred as "Offer document") of the proposed public issue.

RESOLVED FURTHER THAT the Registrar Agreement between the Company and the Registrar to the Issue be and is hereby entered prior to filing of Draft Prospectus with the appropriate regulatory authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

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For SRIVARI SPICES AND FOODS LIMITED

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NEIHAA RATHI

WHOLE-TIME-DIRECTOR

DIN: 05274847



Date: 23rd March, 2023

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ITEM NO. 15: TO APPOINT UNDERWRITER TO THE ISSUE FOR INITIAL PUBLIC OFFER OF THE COMPANY

The Chairman apprised the board about the requirement of appointing underwriter for the upcoming Initial Public Offer pursuant to the Regulation 261 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. After necessary discussion, Board decided to appoint GYR Capital Advisors Private Limited by passing the following resolution:

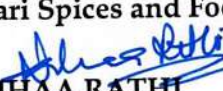
"RESOLVED THAT GYR Capital Advisors Private Limited who is duly registered with the Securities and Exchange Board of India (SEBI) under SEBI (Merchant Bankers) Regulations, 1992 be and is hereby appointed as Underwriter to the proposed issue of Equity Shares of the Company.

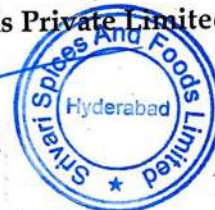
RESOLVED FURTHER THAT the Company shall approach GYR Capital Advisors Private Limited to give consent in writing conveying their approval for inclusion of their name in the Draft Prospectus/Prospectus.

RESOLVED FURTHER THAT any of the directors or Company Secretary or authorized signatory be and is hereby authorised to modify, amend, alter and negotiate the terms of Underwriter Agreement in the best interests of the Company, to execute the Underwriter Agreement and to do all such acts, deeds and things as may be necessary and expedient in giving effect to this resolution."

//CERTIFIED TRUE COPY//

For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEHA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

Place: Hyderabad

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ITEM NO. 16 TO APPOINT LEGAL ADVISOR TO THE ISSUE FOR INITIAL PUBLIC OFFER OF THE COMPANY

The Chairman apprised the Board about the requirement of appointing Legal Advisor for the upcoming Initial Public Offer. After necessary discussion, Board decided to appoint M/s T&S Law by passing the following resolution unanimously:

"RESOLVED THAT M/s T&S Law, be and is hereby appointed as the Legal Advisor to the Issue for the purposes of the proposed issue equity shares of face value Rs. 10/- each of the Company at a premium in accordance with the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "Issue").

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

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For SRIVARI SPICES AND FOODS LIMITED
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NEHA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023
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ITEM NO. 17: TO DESIGNATE MR. PALADUGU VENKATA SUBBA RAO, COMPANY SECRETARY OF THE COMPANY, AS COMPLIANCE OFFICER UNDER SEBI (LISTING OLBIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Chairman informed the Board about the requirement of the Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") to appoint qualified Company Secretary as a Compliance Officer of the Company. The company had already appointed Mr. Paladugu Venkata Subba Rao having Associate Membership Number - 35469 of the Institute of Company Secretaries of India as a Company Secretary of the Company. He further informed that to adhere with the requirement of LODR Regulations and other laws and rules, Company wish to appoint Paladugu Venkata Subba Rao as a Compliance Officer of the Company. After the necessary discussion, following resolution was passed by the Board:

"RESOLVED THAT pursuant to the Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to be as "LODR Regulations"), the consent of the Board be and is hereby accorded to appoint Mr. Paladugu Venkata Subba Rao having Membership No. ACS-35469 of the Institute of Company Secretaries of India, and who has already been appointed as Company Secretary of the Company, be and is hereby appointed as Compliance Officer of the Company with immediate effect.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."



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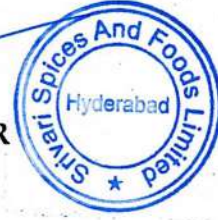
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For SRIVARI SPICES AND FOODS LIMITED
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NEHA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

Place: Hyderabad

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ITEM NO. 18: TO APPROVE OBJECTS FOR PROPOSED INITIAL PUBLIC OFFER

"RESOLVED THAT the Board of Directors have agreed for the following issue objects for proposed IPO of the Company:

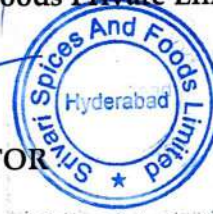
1. Working Capital
2. General Corporate Expenses; and
3. Issue Expenses

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

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For SRIVARI SPICES AND FOODS LIMITED
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NEHA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

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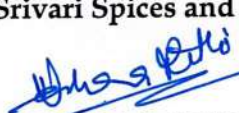
ITEM NO. 19: TO ADOPT CODE OF CONDUCT AS PER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

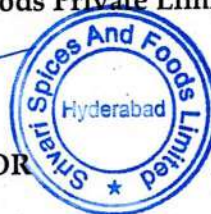
"RESOLVED THAT the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of Corporate Governance as specified under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors hereby approved and adopt the Code of Conduct in view of the proposed public issue.

RESOLVED FURTHER THAT Company Secretary of the Company will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the implementation of the Code of Conduct as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 under the overall supervision of the Board."

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NEIHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023
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ITEM NO. 20: TO ADOPT WHISTLE BLOWER POLICY

The Chairman informed the Board that pursuant to the provisions of Section 177 (9) of the Companies Act, 2013 and the related rules made thereunder read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted an audit committee, therefore it is also mandatory for such Committee to operate the vigil mechanism, and if any of the members of the committee have a conflict of interest in a given case, they should rescue themselves and the others on the committee would deal with the matter on hand, to whom other directors and employees may report their concerns. It provides adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the chairperson of the Audit committee or the director nominated to play the role of audit committee, as the case may be, in exceptional cases. Once established, the existence of the mechanism may be appropriately communicated within the organization. The details of establishment of Vigil mechanism shall be disclosed by the company in the website, if any, and in the Board's Report. Therefore, after detailed discussion, the following resolution was passed:

"RESOLVED THAT pursuant to the provisions of Section 177 (9) of the Companies Act, 2013 and the rules made thereunder, the draft copy of a Vigil Mechanism / Whistle Blower Policy were placed before the Board, duly authenticated by the Chairman, be and is approved and adopted, and such policy shall be disclosed on the website of the Company.

RESOLVED FURTHER THAT Ms. Neihaa Rathi, Director of the Company, be and is hereby appointed as a Vigilance Officer to hear the grievances of the employees with any person in the company and take steps to resolve the issues amicably and report the same to Board of Director or to the Chairman of the Company.



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RESOLVED FURTHER THAT offences of serious nature may be brought to the attention of the Chairman of the Audit Committee of the Company who shall after hearing the concerned person award appropriate punishment to the offender.

RESOLVED FURTHER THAT in case of repeated frivolous complaints being filed by a director or an employee, the audit committee or the director nominated to play the role of audit committee may take suitable action against the concerned director or employee including reprimand."

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For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEHA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

Place: Hyderabad

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ITEM NO. 21: TO ADOPT MATERIALITY POLICY AND POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS

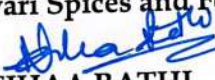
The Chairman informed the Board that pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for every Company to formulate a Materiality Policy and policy on materiality of Related Party Transactions and on dealing with Related Party Transactions. Hence the draft Materiality Policy and policy on materiality of Related Party Transactions was then placed before the Board for its approval and adoption. After detailed discussion, the following resolution was passed:

"RESOLVED THAT the draft of a Materiality Policy and policy on materiality of related party transactions were tabled before the Board and initialled by the Chairman of the meeting for the purpose of identification, be and hereby approved and adopted.

RESOLVED FURTHER THAT a Materiality Policy and policy on materiality of Related Party Transactions shall deal with the related party transactions which shall be considered, reviewed and approved by the Audit Committee.

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For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEIHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023
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ITEM NO. 22: TO APPROVE BOARD FOR ADOPTION OF OTHER VARIOUS POLICIES

The Chairman informed the Board that pursuant to the provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for every Company to formulate certain policies and abide by the same post listing on SME/Startup Platform of Stock Exchange(s). Hence the following draft policies were placed before the Board for its approval and adoption.

- A) Policy for Code of Conduct for Prevention of Insider Trading
- B) Familiarization Programmes for Independent Directors
- C) Prevention of Sexual Harassment Policy
- D) Policy for determination of Material Event/Disclosure
- E) Policy for Preservation of Documents
- F) Code Of Conduct for Directors and Senior Management
- G) Appointment of Independent Directors and Code of Conduct
- H) Policy for Materiality or related party transactions
- I) Risk Management Policy
- J) Nomination and Remuneration Policy
- K) Whistle Blower Policy

After detailed discussion, the following resolution was passed:

"RESOLVED THAT the below mentioned policies as mandated by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were tabled before the Board and initialed by the Chairman of the meeting for the purpose of identification, be and are hereby approved and adopted.

- A) Policy for Code of Conduct for Prevention of Insider Trading



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- B) Familiarization Programmes for Independent Directors
- C) Prevention of Sexual Harassment Policy
- D) Policy for determination of Material Event/Disclosure
- E) Policy for Preservation of Documents
- F) Code Of Conduct for Directors and Senior Management
- G) Appointment of Independent Directors and Code of Conduct
- H) Policy for Materiality or related party transactions
- I) Risk Management Policy
- J) Nomination and Remuneration Policy
- K) Whistle Blower Policy

RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company be and is hereby authorized to do such acts, deeds, matters and things as may be required for giving necessary effect to the above said resolution."

//CERTIFIED TRUE COPY//

For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SRIVARI SPICES AND FOODS LIMITED (PREVIOUSLY KNOWN AS "SRIVARI SPICES AND FOODS PRIVATE LIMITED"), DULY CONVENED AND HELD ON THURSDAY, 23RD MARCH, 2023 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SHED No. 5-105/4/A, SY No.234/A SRIRAM INDUSTRIAL AREA, KATTEDAN, JALPALLY HYDERABAD TG 500077 IN

ITEM NO. 23: DISCLOSURES OF MATERIAL GROUP COMPANIES, MATERIAL OUTSTANDING LITIGATIONS AND OUTSTANDING DUES TO CREDITORS IN THE OFFER DOCUMENTS ISSUED IN PURSUANCE OF THE PROPOSED INITIAL PUBLIC OFFERING OF THE COMPANY

It was noted that in view of the proposed initial public offering of the Company, pursuant Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and for the purpose of disclosure in the Draft Prospectus, the Prospectus or any other offer documents, including other documents related to the proposed initial public offering (collectively "Offer Documents"), the Board is required to formulate materiality policies for *inter alia*:

- (i) determining material group companies; and
- (ii) determining material threshold for litigations and creditors.

1. Adoption of Materiality Policy by the Board of Directors for Group Companies

It was informed to the Board that the Company is in process of due diligence for the public issue of Equity Shares of the Company. It was further informed that as per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") the Board had to declare the policy for determining the group companies, which are covered under the applicable accounting standards and also other companies which are considered material by the Board. In this connection, it was required to adopt a policy for determining materiality as defined by the Board for considering group companies and to disclose the policy in the Draft Prospectus and the Prospectus (the "Offer Documents").

The Board discussed the subject matter in detail and unanimously approved a policy on materiality for considering a company as a Group Company by passing the following resolution:



SRIVARI SPICES AND FOODS LIMITED

(Previously known as "Srivari Spices and Foods Private Limited)

CIN: U15494TG2019PLC130131

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"RESOLVED THAT pursuant to the SEBI ICDR Regulations, the Board hereby approves the 'Policy on Materiality for considering a company as Group Company' as per draft placed before the Board. Pursuant to the 'Policy on Materiality for considering a company as Group Company', there are no related parties in relation to the Company (as determined in accordance with [Accounting Standard 18] issued by the Institute of Chartered Accountants of India).

RESOLVED FURTHER THAT, in addition to the above, the Board hereby determines that entities could be considered to be material and will be disclosed as a 'Group Company' if :

- the Company has entered into one or more related party transactions with such company in the previous three fiscal years and period ended December 31, 2022; and
- any other entity considered material by the Company.

RESOLVED FURTHER THAT, the Board took note that No companies qualified the abovementioned criteria and therefore shall be identified and designated as "Group Companies" for the purpose of the SEBI ICDR Regulations and be considered to be material by the Board of the Company on the basis of materiality specified and be disclosed in the Offer Documents.

RESOLVED FURTHER THAT the policy of materiality for identification of group companies be disclosed in the Offer Documents.

RESOLVED FURTHER THAT for the purpose of giving effect to the above matters and to settle any difficulty or doubt that may arise in this regard, all the directors of the company be and are hereby severally authorized to do all such act(s), deed(s), matter(s) and thing(s) and execute all such documents, instruments and writing as they may in their sole and absolute discretion deem necessary or expedient, including making all necessary filings and intimations to the Registrar of Companies, Hyderabad ("RoC") and the National Stock Exchange of India Limited (the "Stock Exchange") where the Equity Shares are proposed to be listed and other concerned authorities, if any.

RESOLVED FURTHER THAT a copy of the above resolutions, certified by any Director or the Company Secretary of the Company, be forwarded to the concerned authorities for necessary action."



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2. Adoption of materiality threshold for litigation and creditors

"RESOLVED THAT the policy of materiality for disclosure of litigation (other than criminal proceedings, statutory/regulatory actions and taxation matters) involving the Company, Directors, Promoters and Group Companies be and is hereby approved.

RESOLVED FURTHER THAT, in addition to the criminal proceedings, statutory/regulatory actions and taxation matters all other litigation involving the Company, Directors, Promoters and Group Companies pursuant to the policy on materiality formulated and approved by the Board and having a potential financial liability of at least 5% of the Total Revenue of the Company, as per the financial statements for the most recently ended financial year i.e. 31 March 2022, be considered material and disclosed accordingly in the Offer Documents.

RESOLVED FURTHER THAT for the purpose of giving effect to the above matters and to settle any difficulty or doubt that may arise in this regard, all the directors of the company be and are hereby severally authorized to do all such act(s), deed(s), matter(s) and thing(s) and execute all such documents, instruments and writing as they may in their sole and absolute discretion deem necessary or expedient, including making all necessary filings and intimations to the RoC, the Stock Exchange and other concerned authorities, if any.

RESOLVED FURTHER THAT a copy of the above resolutions, certified by any Director or the Company Secretary of the Company, be forwarded to the concerned authorities for necessary action."

//Certified True Copy//

For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEHA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847


Date: 23rd March, 2023

Place: Hyderabad

SRIVARI SPICES AND FOODS LIMITED

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CIN: U15494TG2019PLC130131

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SRIVARI SPICES AND FOODS LIMITED (PREVIOUSLY KNOWN AS "SRIVARI SPICES AND FOODS PRIVATE LIMITED"), DULY CONVENED AND HELD ON THURSDAY, 23RD MARCH, 2023 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SHED No. 5-105/4/A, SY No.234/A SRIRAM INDUSTRIAL AREA, KATTEDAN, JALPALLY HYDERABAD TG 500077 IN

ITEM NO. 24: TO APPROVE RESTATED FINANCIALS STATEMENTS OF THE COMPANY

The Chairman apprised the Board with the requirement of audited financial statement to be restated by the Peer Reviewed Auditor, for including the same with the Draft Prospectus / Prospectus (collectively to be referred as "Offer Document") for the three financial years i.e. March 31, 2022, 2021 and 2020 and for the period ended December 31, 2022. The draft restated financial statement for the said period were tabled before the Board for their approval. After necessary discussion, following resolution was passed by the Board:

"RESOLVED THAT the restated Financial Statements of the Company for the period ended December 31, 2022 and financial year ended March 31, 2022 together with the notes thereto, as placed before the Board and initialled by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT any Director(s) of the Company be and is hereby authorised to modify, amend, alter and negotiate the terms of Market Making Agreement in the best interests of the Company, to execute the Market Making Agreement and to do all such acts, deeds and things as may be necessary and expedient in giving effect to this resolution."

RESOLVED FURTHER THAT a certified true copy of the above resolution duly signed by any Director or the Company Secretary of the Company be furnished to the concerned authorities for their information and records."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."



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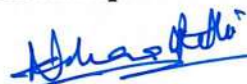
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//CERTIFIED TRUE COPY//

For SRIVARI SPICES AND FOODS LIMITED

(Previously known as "Srivari Spices and Foods Private Limited")



NEIHAA RATHI
WHOLE-TIME-DIRECTOR

DIN: 05274847



Date: 23rd March, 2023

Place: Hyderabad

SRIVARI SPICES AND FOODS LIMITED

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ITEM NO. 24: TO APPROVE DRAFT PROSPECTUS OF THE COMPANY

"RESOLVED THAT pursuant to Section 26 and 32 of the Companies Act, 2013 and other applicable provisions of the Act, Rules made there under and subject to the Guidelines, Rules and Regulations laid down by The Securities Exchange Board of India, the draft prospectus be and hereby approved by the Board for circulation among the public, subject to the approval of Stock Exchange and such other statutory authorities."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

//CERTIFIED TRUE COPY//

For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEIHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 23rd March, 2023

Place: Hyderabad

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ITEM NO. 1: TO AUTHORIZE THE BOARD TO BORROW MONEY PURSUANT TO SECTION 180(1)(C)

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the members of the company be and is hereby accorded providing authority to board to borrow in any manner from time to time any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed by the Company together with the monies already borrowed or to be borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), from the financial institutions, Company's bankers and/or from any person or persons, firms, bodies corporate whether by way of loans, advances, deposits, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, which may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of Rs. 500,00,00,000/- (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Director of the Company and further to do all such acts, deeds and things and to



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execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

The above resolution was passed as Special Resolution

//CERTIFIED TRUE COPY//

For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEHA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 27th March, 2023

Place: Hyderabad

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ITEM NO. 2: TO EMPOWER BOARD FOR CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE OF LENDERS U/S 180(1)(A) & OTHER APPLICABLE PROVISIONS, IF ANY OF THE COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force, and the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded providing authority to board for creation of charge/ mortgage/ pledge/ hypothecation/ security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/ or immovable properties, tangible or intangible assets of the Company, both present and future and/ or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/ to be availed by the Company by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/ partly convertible debentures and/ or non-convertible debentures with or without detachable or non-detachable warrants and/ or secured premium notes and/ or floating rate notes/ bonds or other debt instruments), issued/ to be issued by the Company including deferred sales tax loans availed/ to be availed by various units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies



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payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies) representing various state government and/or other agencies, etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies), etc.


RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

The above resolution was passed as Special Resolution

//CERTIFIED TRUE COPY//

For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEIHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 27th March, 2023

Place: Hyderabad

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ITEM NO. 3: TO AUTHORIZE BOARD TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification or re-enactment thereof), subject to the terms of Articles of Association of the Company and any other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the company be and is hereby accorded providing authority to board for making investment(s) in excess of limits specified under section 186 of the Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body or other person/entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only), notwithstanding that such investment and acquisition together with existing investments of the Company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013, i.e. the limits available to the company is sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."



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For SRIVARI SPICES AND FOODS LIMITED
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NEHA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 27th March, 2023

Place: Hyderabad

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ITEM NO. 4: AUTHORITY TO EXTEND LOAN(S) AND GIVING GUARANTEE(S) OR PROVIDING SECURITIES IN TERMS OF PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013.

"RESOLVED THAT pursuant to the provisions to the section 185 (2) of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any Loan taken/to be taken or any other form of financial assistance granted by financial institutions by any entity or any other person in which any of the Director of the Company is interested or deemed to be interested, up to limits approved by the shareholders of the company u/s 186 of the Companies Act, 2013 from time to time.

"RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to furnish guarantee and/ or provide security in respect of the Company's assets (s) in favour of the concerned banks/ financial institutions of the Borrower or their nominee(s)/ security trustee(s), as contractual comfort/ security for the Borrower's obligations under the financial assistances, in the form and manner set out in the respective sanction letters/ transaction documents."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."



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For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEIHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 27th March, 2023

Place: Hyderabad

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ITEM NO. 5: APPROVAL OF RELATED PARTY TRANSACTIONS IN TERMS OF PROVISIONS OF SECTION 188 OF THE COMPANIES ACT, 2013.

"RESOLVED FURTHER THAT pursuant to the provisions of the Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read along with the rules made thereunder and in terms of the Regulation 23 of the SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment thereof, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement (s)/ transaction(s)/ appointment(s) of/with any related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, provided that contract(s)/ transaction(s)/ arrangement(s)/ appointment(s) so carried out with any of related party(ies) of the Company (entered/ to be entered individually with a related party or entered/ to be entered with all the related parties taken together with) upto a maximum amount of Rs. 500,00,00,000/- Crores (Rupees Five Hundred Crores only) during any given Financial Year on such terms and conditions as may be decided by the Board of directors of the Company."

"RESOLVED FURTHER THAT all the actions, decisions & approvals accorded by the Board of Directors (including any Committee) in this connection be and are hereby approved & confirmed and the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto in the best interest of the Company."



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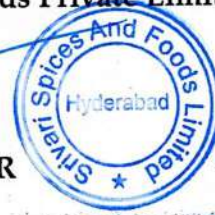
RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

The above resolution was passed as Special Resolution

//CERTIFIED TRUE COPY//

For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEIHAA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 27th March, 2023

Place: Hyderabad

SRIVARI SPICES AND FOODS LIMITED

(Previously known as "Srivari Spices and Foods Private Limited")

CIN: U15494TG2019PLC130131

Regd. Off: Shed No. 5-105/4/A, SY No.234/A Sriram Industrial Area, Kattedan, Jalpally Hyderabad -
500 077 Telangana IN, Email Id:srivarispices@gmail.com, Contact No: 7375888999

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF SRIVARI SPICES AND FOODS LIMITED (PREVIOUSLY KNOWN AS "SRIVARI SPICES AND FOODS PRIVATE LIMITED"), DULY CONVENED AND HELD ON MONDAY 27TH MARCH, 2023 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SHED No. 5-105/4/A, SY No.234/A SRIRAM INDUSTRIAL AREA, KATTEDAN, JALPALLY HYDERABAD TG 500077 IN

ITEM NO. 6: TO INCREASE THE OVERALL MANAGERIAL REMUNERATION PAYABLE BY THE COMPANY.

"RESOLVED FURTHER THAT in accordance with the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013 read along with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof), and pursuant to the recommendation of Board of Directors of the Company, approval of the shareholders be and is hereby accorded to the Board of Directors to increase the overall limit of managerial remuneration payable by the company in respect of any financial year above 11% of the net profits of the company computed in the manner laid down under Section 198 of the Companies Act, 2013 upto a maximum amount of Rs. 1 Crores (Rupees One Crores only) during any given Financial Year."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

The above resolution was passed as Special Resolution

//CERTIFIED TRUE COPY//

For SRIVARI SPICES AND FOODS LIMITED
(Previously known as "Srivari Spices and Foods Private Limited")


NEHA RATHI
WHOLE-TIME-DIRECTOR
DIN: 05274847



Date: 27th March, 2023
Place: Hyderabad

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ITEM NO. 10: TO APPROVE INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY

"RESOLVED THAT pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof), the applicable provisions of Securities Contracts (Regulation) Act, 1956, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable laws or regulation in India, including without limitation, the provisions of the Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force) and the listing agreement to be entered into with the Stock Exchange where the equity shares of the Company are proposed to be listed on the SME platform and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ("SEBI"), Stock Exchange(s), the Reserve Bank of India ("RBI") Ministry of Corporate Affairs ("MCA"), the Registrar of Companies (the "RoC") and/ or any other competent authorities, and all other appropriate applicable statutory and/or regulatory requirements and subject to such approvals, consents, sanctions, permissions and conditions as may be prescribed by competent statutory and/or regulatory authorities and subject to such conditions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" and which term shall include such Committee of Directors constituted/to be constituted for the said purpose), approval of the 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 and such other securities which may be convertible into or exchangeable for Equity Shares, 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



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("ICDR Regulations"), upto 22,00,000 Equity Shares (Twenty Two Lakhs Equity Shares Only) as the fresh issue at such price including premium as may be decided in any mode whether fixed or through book building mechanism as per the applicable regulations. The issue size 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 as may be resolved by members.

RESOLVED FURTHER THAT such of these equity shares may also be issued on Pre-IPO Placement (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, if any, 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, finalise and execute any document or agreement and any amendments or supplements thereto and generally 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 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/Foreign Institutional Investors/Bodies Corporate/such other persons or otherwise as the Board may in its absolute discretion decide, subject to the SEBI ICDR Regulations and other regulations, as applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and execute the Offer Document(s), Form of Application, appointment of the Book Running Lead Manager/Lead Manager(s), Registrar to the Issue/Offer, Market Marker(s), 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/Book Running Lead Manager/Lead Manager 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



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discretion, deem necessary and settle any or all matters arising with respect to the Issue/Offer, allotment and utilisation of the proceeds of the issue of Equity Shares and further to do all such acts, deeds and things and finalise 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 authorised 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.

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 authorised 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 proposed 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



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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 the Equity Shares to be so issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing equity shares of the Company, save and except that the said new equity shares shall be entitled to such payment of dividend as may be declared at any time after allotment thereof on the amount paid up thereon on pro rata basis with the existing shares of the Company.

RESOLVED FURTHER THAT

- i. All monies received by the Company out of the Issue/Offer and allotment of the Equity Shares to the public 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 utilised out of the Issue/Offer as referred to above shall be disclosed and continued to be disclosed until the time any part of the Issue/Offer proceeds remains unutilised under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised;
- iii. Details of all unutilised monies out of the Issue/Offer, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised 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 and/or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of Equity Shares on one or more Stock Exchange(s) in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to trade in Equity Shares in a dematerialized form with regard to any such issue or allotment as it may in its absolute



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discretion deem fit and all such other acts necessary for the listing without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board is authorized to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the shareholders of the Company.

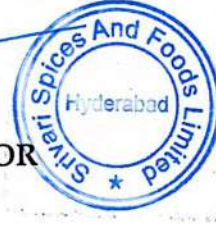
RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

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