



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF PREMIER INDUSTRIAL CORPORATION LIMITED HELD ON TUESDAY, 9TH SEPTEMBER 2025 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5TH FLOOR, KAILASH CORPORATE LOUNGE, GODREJ HIRANANDANI LINK ROAD, PARK SITE, VIKROLI (WEST), MUMBAI-400079.

NOTING OF OFFER FOR SALE

Pursuant to the resolution passed by the board of directors of the Company (“**Board**”) on 4th September, 2025 for approving the initial public offer of equity shares of the Company, the Board takes on note the intention of Mr. Arvind Chhotlal Morzaria, Mr. Dilip Chhotlal Morzaria, Mr. Subhash Chhotlal Morzaria, Mr. Lalit Navinchandra Morzaria and Mrs. Nirmala Navinchandra Morzaria the existing shareholders of the Company, for their offer for sale of Equity Shares, in accordance with the SEBI ICDR Regulations.

In this regard, the following resolution was passed by the Board:

“**RESOLVED THAT** subject to the consents, approvals, permissions and sanctions of the Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such consents, approvals, permissions and sanctions which may be agreed to by the Board under applicable provisions of the SEBI ICDR Regulations and other Applicable Laws, the Board takes note of the intention to offer for sale aggregating up to 5,400,000 Equity Shares as may be determined by:

- a. Consent letter dated 8th September, 2025 of Mr. Arvind Chhotlal Morzaria, to offer up to 2,170,800 Equity Shares of face value of ₹ 10 each in the Offer for Sale
- b. Consent letter dated 8th September, 2025 of Mr. Dilip Chhotlal Morzaria, to offer up to 1,740,030 Equity Shares of face value of ₹ 10 each in the Offer for Sale
- c. Consent letter dated 8th September, 2025 of Mr. Subhash Chhotlal Morzaria, to offer up to 1,078,770 Equity Shares of face value of ₹ 10 each in the Offer for Sale
- d. Consent letter dated 8th September, 2025 of Mr. Lalit Navinchandra Morzaria to offer up to 341,895 Equity Shares of face value of ₹ 10 each in the Offer for Sale; and
- e. Consent letter dated 8th September, 2025 of Mrs. Nirmala Navinchandra Morzaria to offer up to 68,505 Equity Shares of face value of ₹ 10 each in the Offer for Sale

(Collectively “**Selling Shareholders**”) (the “**Offer for Sale**”, and together with the Fresh Issue, the “**Offer**”) at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium or discount per Equity Share as allowed under applicable laws and as may be fixed and determined by the Company in consultation with the book running lead manager appointed for the Offer (“**BRLM**”), in terms of the Offer agreement, to such category of persons as may be permitted or in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or other applicable laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLM and/or underwriters and/or other advisors or such persons appointed for the Offer.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required or deemed expedient to give effect to the above resolutions.



PREMIER
THE HOUSE OF METALS

“RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary and Compliance Officer of the Company is authorised to certify the true copy of the aforesaid resolutions.”

for Premier Industrial Corporation Limited

Arvind Morzaria

Managing Director

DIN: 00762810

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