



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF SOBO FILMS HOLDING LIMITED ("The Company") HELD ON THURSDAY, FEBRUARY 06, 2025 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY.

Initial Public Offering ("IPO") of the Company by Fresh Issue of Equity Shares:

"RESOLVED THAT pursuant to the provisions of Section 23 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) (the "Companies Act, 2013") and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (the "Listing Agreements"), and other applicable laws, rules, regulations, notifications or guidelines as prescribed by regulatory authority from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of members of the Company be and is hereby authorized Board to create, offer, issue and allot equity shares of an aggregate number up to and not exceeding 34,32,000 shares ("Fresh Issue") through Fixed Price Method, at a price to be determined by the Board in consultation with the Lead Manager ("LM"), to be issued via Initial Public Offering (IPO) on the Small and Medium Enterprises Platform of Bombay Stock Exchange ("BSE SME") or Emerge Platform of National Stock Exchange ("NSE Emerge"), on such terms and conditions as deemed fit by the Board, including any revisions to the structure, investor categories, allotment details, and any other terms necessary for the IPO;

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

RESOLVED FURTHER THAT the new equity shares so issued shall upon allotment shall have the same rights on voting as the equity shares and be treated for all other purpose pari-passu with the existing shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to appoint the Lead Manager, Registrar to the Issue, and any other necessary intermediaries and to execute relevant documents to facilitate the IPO and on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem



SOBO FILMS HOLDING LIMITED
CIN: U73100MH2012PLC225824

Reg Office:- 713, 7th Floor, Crystal Paradise Mall, Dattaji Salvi Marg, Off Veera Desai Road, Andheri (W), Mumbai,
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RESOLVED FURTHER THAT the new equity shares so issued shall upon allotment shall have the same rights on voting as the equity shares and be treated for all other purpose pari-passu with the existing shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to appoint the Lead Manager, Registrar to the Issue, and any other necessary intermediaries and to execute relevant documents to facilitate the IPO and on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to undertake all necessary actions, negotiations, and approvals to complete the IPO process, including liaising with regulatory authorities and finalizing all required agreements, contracts, and other documents and to take all necessary actions to give effect to this resolution and ensure smooth execution of the IPO.

//Certified True Copy//
For SOBO FILMS HOLDING LIMITED



HARVINDAR SINGH ARORA
Director

DIN: 00802852

Address: 301, Atlantis Apartments, J.P Road, Versova, Andheri - West, Mumbai-400061,
Maharashtra, India



EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act 2013)

The following statement sets out the material facts relating to the special business mentioned in the Notice.

ITEM NO. 1 Initial Public Offering("IPO") of the Company by Fresh Issue of Equity Shares

The Board of Directors of the Company has decided to raise funds for Working Capital Requirements in their Board Meeting held on 28th January, 2025. The Board of Directors proposing to issue up to 34,32,000 Equity Shares (the "Fresh Issue") of face value of Rs. 10/- each at a price as may be decided by the Board of Directors of Company by way of initial public offer and get the equity shares listed on the Small and Medium Enterprises Platform of Bombay Stock Exchange ("BSE SME") or Emerge Platform of National Stock Exchange ("NSE Emerge").

Your Company seeks consent by a special resolution pursuant to the provisions of Section 23 and other applicable provisions of the Companies Act, 2013 for further issue of equity shares as described above. Members are aware that the Company has planned to increase its business as a part of development and expansion. For that the Company needs more funds and the Board of Directors has planned to expand the capital base of the Company. The Board of Directors, therefore propose that the further Share Capital of the Company shall be increased and such share capital shall be increased by 34,32,000 equity shares at a price and to such person or persons as may be determined by the board of directors of the Company.

The Board recommends the resolution for the approval of the members.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

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For SOBO FILMS HOLDING LIMITED

Harvinder Singh Arora

Director

DIN: 00802852

Address: 301, Atlantis Apartments, J.P Road, Versova, Andheri - West, Mumbai-400061, Maharashtra, India.



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