



# LIOTECH INDUSTRIES LIMITED

(Formerly known as Liotech Industries Private limited)

Registered Office: SHAPAR SR. NO. 269 P 2, NEW SR. NO. 464,

PLOT NO.21, KOTDASANAGANI, SHAPAR, RAJKOT - 360024.

CIN: U27100GJ2020PLC114008

Email: [liotechind@gmail.com](mailto:liotechind@gmail.com)

Website: [www.liotechindustries.in](http://www.liotechindustries.in)

Contact No.: +91-99787 60610

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF MEMBERS OF LIOTECH INDUSTRIES LIMITED HELD ON SATURDAY, 15<sup>TH</sup> FEBRUARY, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SHAPAR SR. NO. 269 P 2, NEW SR. NO. 464, PLOT NO 21, KOTDASANAGANI, SHAPAR, RAJKOT - 360024, GUJARAT, INDIA, AT 5:00 P.M.

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## Approval for Initial public offer of Equity Shares:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 23, 26, 28, 62(1)(c) 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, (“**Companies Act, 2013**”), the Securities Contracts (Regulation) Act, 1956, as amended (“**SCRA**”), and the rules and regulations framed thereunder including the Securities Contracts (Regulation) Rules, 1957 (“**SCRR**”) and the SECC Regulations, 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 (“**Listing Regulations**”), the Foreign Exchange Management Act, 1999, as amended (“**FEMA**”) and the rules and regulations made thereunder and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, the Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”) or any other competent authority (collectively, the “**Regulatory Authorities**”), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include duly constituted committee of the Board), consent of the shareholders be and is hereby accorded for an Initial Public Issue of equity shares and the Board is hereby authorized to create, offer, issue, allot upto **9,00,000 (Nine Lakhs)** Equity Shares, by way of Fresh Issuance of Equity Shares (“**Fresh Issue**”), and an offer for sale by existing shareholder of the Company for up to **2,23,000 (Two Lakh twenty three thousand)** Equity Shares (“**Offer for Sale**”), through fixed price issue in consultation with Lead Managers, including any issue and allotment of Equity Shares to any other person(s) pursuant to any pre-Issue placement (if any) (Fresh Issue and Offer for Sale, hereinafter collectively referred as “**Offer**”) at such price as deem fit by Board (“**Offer Price**”).

**“RESOLVED FURTHER THAT** subject to such regulatory approvals as may be required, the Offer shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including



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foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI (ICDR) Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company, other persons or entities, as may be permissible under applicable law, including reservation for any permissible persons or categories of investors, for cash at a price as finalized by the Board and Selling Shareholders in consultation with the Lead Managers / Merchant Banker, in accordance with the provisions of the SEBI (ICDR) Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, 2013, SCRA, SCRR, FEMA and other applicable law."

**"RESOLVED FURTHER THAT**, the Board, including any Committee or Sub - Committee, be and is hereby authorised to make any alteration, 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:-**

All the monies received out of the issue of shares to the public shall be transferred to separate bank account other than the bank account referred to in Sub-section (3) of Section 40 of the Companies Act, 2013;

1. Details of all monies utilised out of the Issue referred to the above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised; and
2. Details of all unutilised monies out of the issue of shares, if any, referred to the 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."

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

**"RESOLVED FURTHER THAT**, the Board and/or any Committee of the Board, be and is hereby authorised to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the



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allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company.”

“RESOLVED FURTHER THAT, any one of the Director of the Company, be and is hereby authorised to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be required in connection with the above.”

“RESOLVED FURTHER THAT, the Board and/or any Committee of the Board be and is hereby authorised to appoint the Lead Manager to the above Issue.”

“RESOLVED FURTHER THAT, the Board and/or any Committee of the Board in consultation with Lead Manger be and is hereby authorised to appoint the other capital market intermediaries such as Registrar to the Issue, Market Maker(s), Underwriter(s), Legal Advisor(s), Escrow (Sponsor) Bank(s), etc.”

“RESOLVED FURTHER THAT,

1. The Company will furnish to the stock exchange, a statement indicating material deviations, if any, in the use of proceeds of the Initial Public Offering from the objects stated in the Draft Prospectus/ Prospectus;
2. The information mentioned in sub-clause (1) shall be furnished to the stock exchange along with the interim or annual financial results submitted under Regulation 33 of SEBI (LODR);
3. The information mentioned in sub-clause (2) shall, after review by the Audit Committee, be furnished to the stock exchange.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to these resolutions, the Board be and is hereby Authorised, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilisation of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalise all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), lead manager, registrar(s), syndicate member(s), underwriter(s) any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares



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on the Stock Exchanges (SME Segment) where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT, the Board be and is hereby authorised at its discretion, to further delegate by way of authorisation in favor of any of the members of the Board or a committee thereof to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution."

//Certified to be True Copy//

For, Liotech Industries Limited

(Formerly Known as Liotech Industries Private Limited)



*Hitesh. m. Bhuvra*

Mr. Hiteshbhai Bhuva

Managing Director

DIN: 08764926



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## CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT U/S. 102 OF THE COMPANIES ACT, 2013

The members know that the Company is engaged in the business of manufacturing and designing, detailing, fabrication as well as erection of different types of hardware structures and other allied activities related to hardware accessories. We manufacture various hardware accessories and engineering products like door kits, cut & butt hinges, parliament Hinges, W, Z & duck Hinges, gate hook etc. We manufacture such products combined of more than one hundred fifty (150) different specifications and cater, directly and indirectly, to customer requirements in various sectors such as housing, infrastructure, agriculture, automotive, power, solar power and engineering. Further our product portfolio includes all types of aldrop, latch, handle, tower bolt, shelf bottom etc. Our Company is also involved in trading activities of products such as door stopper, magnet, table bracket, bed lifter, bell magnet etc.

The object of the proposed IPO is issuing up to **9,00,000 (Nine Lakhs)** Equity Shares, by way of Fresh Issuance of Equity Shares ("Fresh Issue"), and an offer for sale by existing shareholder of the Company for up to **2,23,000 (Two Lakh twenty-three thousand)** Equity Shares ("Offer for Sale") of Rs. 10/- each at a price as may be decided by the Board of Directors, in consultation with Lead Manager of and to utilize its proceeds for:

1. Funding capital expenditure requirements towards acquiring machinery in the manufacturing unit;
2. Funding towards Repayment of Loan;
3. Funding working capital requirement;
4. Funding expenditure for General Corporate Purpose and
5. To meet Public Issue Expenses.

Your Company seeks consent by a special resolution pursuant to the provisions of Section 62(1)(c) 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. The Board of Directors, therefore propose that the further Share Capital of the Company shall be increased and such share capital shall be increased up to 9,00,000 [Nine Lakhs] equity shares at a price as may be determined by the board of directors of the Company to such person or persons, who may or may not be the members of the Company and as the Board may at its sole discretion decide, including one or more of the members, promoters (that is to say persons in present management and control of the Company) and their associates, Directors, their friends, relatives and associates, foreign/ resident investors, financial institutions, venture capital funds, public financial institutions, banks, multilateral and bilateral development financial institutions, insurance company(ies), provident funds, pension funds, national investment funds, foreign institutional investors, foreign venture capital investors, Indian and/or multilateral financial institutions, mutual funds, Non Resident



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Indians, employees and/or workers of the Company or its subsidiaries - in or out of India, or the Promoters, members of group companies, Indian public, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, authorities and such other persons in one or more combinations thereof and/or any other categories of investors, whether they be holders of equity shares of the Company or not and/or through issue of offer documents ("Initial Public Offer") / Allotment regulations of SEBI, through the Fixed Issue or Book Building Process, in one or more tranches and in the manner, and on the terms and conditions, as the Board may in its absolute sole discretion, decide including the price at which the equity shares are to be issued, at par or at premium and for cash and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

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.

**//Certified to be True Copy//**

For, Liotech Industries Limited

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*Hitesh. m. Bhuva*

Mr. Hiteshbhai Bhuva

Managing Director

DIN: 08764926