

**CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED AT EXTRA ORDINARY GENERAL MEETING OF HAPPY SQUARE OUTSOURCING SERVICES LIMITED (FORMERLY KNOWN AS HAPPY SQUARE OUTSOURCING SERVICES PRIVATE LIMITED) HELD ON FRIDAY SEPTEMBER 13<sup>TH</sup>, 2024 AT THE REGISTERED OFFICE OF THE COMPANY AT 240, NAGPUR ROAD, MADAN MAHAL, JABALPUR (MP) 482001, INDIA AT 03:00 P.M.**

**TO APPROVE INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY:**

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 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules framed there under (“Act”), including any amendment thereto or re-enactment thereof, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and the listing agreements to be entered into with the respective stock exchange, where the Company’s equity shares are proposed to be listed and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“SEBI (ICDR) Regulations”) (including any amendment thereto or re-enactment thereof, for the time being in force), the Foreign Exchange Management Act, 1999 (“FEMA”), as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Reserve Bank of India or any other relevant statutory and other authorities from time to time, to the extent applicable, and subject to such other approvals, consents, permissions and sanctions as may be required from such authorities, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such authorities while granting such approvals, consents, permissions and sanctions, the consent of the members of the Company, be and is hereby accorded to create, issue, offer and allot up to 32,00,000 equity shares of the face value of Rs.10 (Rupees Ten each) (“Equity Shares”) for cash either at par or premium in terms of the SEBI (ICDR) Regulations, as amended, at a price to be determined in terms of the SEBI (ICDR) Regulations (“Issue”) or otherwise, out of the authorized capital of the Company through fresh issue of equity shares by way of Initial Public Offer to individuals, companies, banks, financial institutions, employees, foreign institutional investors, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, financial institutions, Indian mutual funds, qualified institutional buyers (as defined under the SEBI (ICDR) Regulations), NRIs, FIIs and other persons, whether resident in India or otherwise or other entities, authorities, and to such other persons in one or more combinations thereof, and whether they are members or promoters of the Company, as may be decided by the Board of Directors either on its own or in consultation with its merchant bankers to the Issue and/or underwriters and/or other advisors or such persons appointed for the Issue and on such terms and conditions including the number of shares to be issued, 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;

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White Force - Premium Brand of Happy Square Outsourcing Services Limited Has All Right Reserve.

(Previously Known as Happy Square Outsourcing Services Private Limited).

Regd. Address :1st Floor of Rajpal Tower, 240, Madan Mahal, Nagpur Road,

Jabalpur(M.P.) 482001, Mob. : 6261900736, CIN: U80904MP2017PLC043153



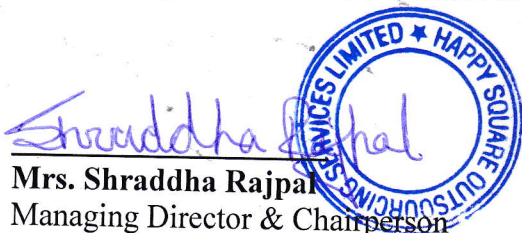
**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the then existing Equity Shares of the Company;

**RESOLVED FURTHER THAT** for the purposes of giving effect to these resolutions, the Board of Directors of the Company be and are hereby severally authorized to sign all papers, letters, agreements, documents to appoint Lead Managers/Managers to the Issue, Registrars to the Issue, Bankers to the Issue, Depository Participant, custodians, Legal Advisors and such other intermediaries as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed issue, stand-by-arrangement with Brokers/ Bankers/ Merchant Bankers/ Underwriters/ Market Makers for the whole or the part of the issue and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities and also to do all acts, deeds, matters and things of whatever nature and to give such directions as may be considered necessary or desirable, including filing of forms with the Registrar of Companies, and to make such modification(s) in the aforesaid resolution as it may in its discretion consider necessary, expedient or desirable in the interest of the Company including change in the price/amount/size of the issue etc., as may be considered necessary and/or expedient to settle any question or difficulty that may arise in connection therewith in the manner it may consider fit and appropriate.

**RESOLVED FURTHER THAT** any of the Directors, the Chief Financial Officer and the Company Secretary be and are hereby severally authorized to issue certified true copies of these resolutions to various authorities.”

**For & on behalf of**

**HAPPY SQUARE OUTSOURCING SERVICES LIMITED**



**Mrs. Shraddha Rajpal**  
Managing Director & Chairperson

DIN: 03613692

Date: September 13, 2024

Place: Jabalpur

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 3:**

#### **To approve Initial Public Offer of Equity Shares of the Company:**

It is to be noted by the members of the Company that the Board of Directors had passed the approval of the Initial Public offer and the issuance of new Equity shares in their meeting held on 01.06.2024, and the shareholders have approved the same by way of Special Resolution on 26.06.2024. Also to be noted that the same was passed by the Board and Shareholders when the status of the Company is Private and the company has received new certificate of incorporation dated 01.08.2024 for its conversion from Private to Public, so it is prudent to put the same resolution to be passed now when the status of the Company is Public. In this regard, the same was put forth for the approval of the Board in supersession of the earlier resolution passed.

Your Board has accorded to issue equity shares of the company by way of an Initial Public Offer (IPO), in accordance with the provisions of section 23 and 62(1)(c) and required the approval of members in the Extra-ordinary General Meeting to be held on the aforesaid date.

Since the business of the company is expanding at very high pace, more funds are required. The company, in order to go public, need the approvals of various institutions and regulatory authorities such as SEBI, Stock Exchange etc. before raising capital by Initial Public Offer (IPO).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, are in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

The Board of Directors accordingly commends the resolution set out at Item No.3 of the Notice for your approval by way of Special Resolution.

The new equity shares to be allotted and issued as Bonus Shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid-up equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the Bonus Shares are allotted.

The Directors of the Company and their relatives may be deemed to have been concerned or interested in the proposed resolution to the extent of their shareholding in the Company. The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 2 as a Special Resolution.

**For & on behalf of**

**HAPPY SQUARE OUTSOURCING SERVICES LIMITED**

  
**Mrs. Shraddha Rajpal**

Managing Director & Chairperson

DIN: 03613692

Date: September 13, 2024

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