

IIRM HOLDINGS INDIA LIMITED

(Formerly known as Sudev Industries Limited)

[CIN No.: L70200UP1992PLC018150]

Date: January 12, 2024

To,
The Manager,
Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, P.J. Towers, Dalal Street,
Mumbai-400001

Dear Sir/ Madam,

Sub: Intimation of revised In-Principle approval letter received by the Company for issue of 5,97,17,650 Equity Shares.

Ref: Our letter dated January 10, 2024

This is with reference to our letter dated January 10, 2024 regarding intimation of In-Principle approval letter received by the Company for issue of 5,97,17,650 Equity Shares.

In this regard, the Company has received revised in-principle approval from BSE Limited for issue of 5,97,17,650 Equity Shares of face value of Rupees 5/- each to promoters and non-promoters on preferential basis pursuant to Share Swap. Please find enclosed herewith the said revised letter.

This is for your information and records.

Thanking you,

Yours faithfully,

For IIRM Holdings India Limited
(Formerly known as Sudev Industries Limited)

Ashish Bhattad
Company Secretary & Compliance Officer
M. No. A34781

LOD/PREF/VK/FIP/1080/2023-24

"Revised"

The Company Secretary,
IIRM Holdings India Ltd
B1/26, Sector - 18, Noida,
Gautam Budh Nagar, Uttar Pradesh, 201301

Dear Sir,

Re: 'In-principle' approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We refer to your application seeking our "In-principle approval for the issue of 5,97,17,650 equity shares of Rs.5/- each to be issued at a par to promoters & non-promoters on a preferential basis pursuant to share swap."

The Exchange hereby grants its 'in-principle' approval for the aforesaid issue. This 'in-principle' approval should not be construed as our approval for listing of aforesaid security, and you are required to duly and separately comply with the requirements in respect thereof.

You are advised to ensure that the issue and allotment of securities is strictly in accordance with the provisions of the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 including the Rules, Regulations, Guidelines, etc. made there under, Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR Regulations) and the Listing Agreement signed with us. In addition, you shall also obtain such statutory and other approvals as are required for the purpose.

Further, as per Company's undertaking dated December 28, 2023, the company is required to ratify the following disclosures either through postal ballot or in ensuing general meeting and the said ratification shall be done prior to listing of securities under this issue;

1. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees as required under Regulation 163(f) of SEBI ICDR, 2018
2. Correct current and proposed status of the allottee Vurakaranam Ramakrishna, Jayalakshmi Vurakaranam, Anupama Vurakaranam & Arvind Vurakaranam as required under Regulation 163(f)(a) of SEBI ICDR, 2018
3. References to be made with respect to Compliance Certificate obtained from practicing Company Secretary - SPV & Company, Company Secretaries, and the Valuation Report obtained from Mr. Ramesh Janam, Registered Valuer with IBBI Registration No. IBBI/RV/06/2020/13430 is hosted on the website of the company as required under Regulation 163 (2), 166A of SEBI ICDR, 2018 respectively.

On allotment of securities pursuant to this 'in principle' approval you are required to make a listing application without delay, with applicable fees, in terms of Regulation 14 of the LODR Regulations and comply with the post issue formalities. Listing application and the checklist for post issue listing formalities can be downloaded from the link: <https://www.bseindia.com/static/about/downloads.aspx>. Further, it should be noted by Depositories and the Company that in case of allotment of Convertible Securities, there would be automatic release of excess lock-in period of Pre-Preferential Holding of allottees by Depositories in compliance with SEBI(ICDR) Regulations,2018 without requirement of any NOC by the Exchange.

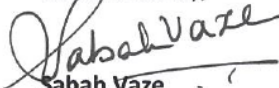


In addition to above, the company should note that as per Schedule XIX – Para (2) of ICDR Regulations and as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019, “the issuer or the issuing company, as the case may be, shall, make an application for listing, **within twenty days** from the date

of allotment, to one or more recognized stock exchange(s)” along with the documents specified by stock exchange(s) from time to time. Any Non-compliance with the above requirement will attract, the fine as mentioned in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019.

The Exchange reserves its right to withdraw this ‘in-principle’ approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or if it contravenes any Rules, Bye-laws and Regulations of the Exchange, LODR Regulations, ICDR Regulations and Guidelines/ Regulations issued by any statutory authorities etc.

Yours faithfully,



Sabah Vaze
Senior Manager



Vaidehi Ketkar
Senior Officer