



**Date:** 06/06/2024

To,  
The Listing Department  
National Stock Exchange of India Ltd.,  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400051  
Dear Sir/Madam,

**Sub: Intimation regarding under Regulation 50(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”)**

Pursuant to **Regulation 50(1)(d)** of the SEBI Listing Regulations, this is for your kind information that we are proposed to raise fund by way of offer & issue of non-convertible securities which is supposed to be laid down in the upcoming meeting of the committee of the Board proposed to be held on 11/06/2024.

Detailed agenda has been enclosed herewith for your information and necessary record

You are request you to please take the same on record.

Thanking You

**For Vedika Credit Capital Limited**

**For Vedika Credit Capital Ltd**

*Gaurav Kumar Vohra*

**Company Secretary**

**Gaurav Kumar Vohra**

**Company Secretary & Compliance Officer**

**AGENDA PAPER FOR THE FINANCE COMMITTEE OF “VEDIKA CREDIT CAPITAL LTD” TO BE HELD ON TUESDAY, 11TH DAY OF JUNE, 2024 AT 10:00 AM AT THE OFFICE OF THE COMPANY SITUATED AT XV KOKAR INDUSTRIAL AREA, OPPOSITE SADHU MADAN, KOKAR-834001, RANCHI, JHARKHAND**

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## **1. TO ELECT CHAIRMAN OF THE MEETING**

(The chairman of the last meeting shall take the chair. In his absence, any one of the members shall be elected as chairman of the meeting).

## **2. TO GRANT LEAVE OF ABSENCE, IF ANY**

(Leave of absence will be granted to those members who have expressed their inability to attend the meeting).

**3. TO TAKE NOTE OF THE MINUTES OF THE LAST MEETING**

Committee be and is hereby requested to take note upon the minutes last meeting

#### **4. TO DISCUSS AND APPROVE OFFER AND ISSUANCE OF DEBENTURES BY THE COMPANY AND CREATION OF SECURITY**

The Company, pursuant to the authority granted by the resolution of its board of directors passed at its meeting held on 31<sup>st</sup> Day of March, 2024 read with special resolution passed by the shareholders of the Company under Section 180 (1)(a) and Section 180 (1)(c) of the Companies Act, 2013 on 23<sup>rd</sup> Day of March 2023 and special resolution passed by the shareholder under Section 42, 71, 179 on 02<sup>nd</sup> April, 2024, proposes to offer, issue and allotment of up to **4,000 (Four Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 40,00,00,000/- (Indian rupees forty only)** comprising of a base issue of **2,000 (Two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty only)** and **green shoe option of 2,000 (Two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty only) ("green shoe option")**, by way of a private placement (the "issue") or such other number of debentures and amount as may be agreed ("**Debentures**"), in dematerialized form on private placement basis.

In this regard committee is hereby requested to discuss and approve the draft terms of issue along with other requirement by passing the resolution as under, with or without modification.

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62, 71 and 179(3)(c) of the Companies Act 2013 ("**the Act**") and rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "Act") rules, regulations, guidelines, notifications, clarification and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("**SEBI NCS Regulations**"), and the master circulars issued by SEBI titled "*Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial paper*" (Updated on July 07, 2023), as amended, modified, or restated from time to time, or any other regulatory authority, whether in India or abroad, and in accordance with the memorandum of association and the articles of association of the Company and the listing agreements entered into with the stock exchanges (**the "Stock Exchanges"**) where the securities of the Company may be listed, and subject to such approvals, consents, sanctions or permissions as may be required from any statutory or regulatory authority and subject to the approval of the shareholders of the Company consent of the finance committee ("**Committee**") be and is hereby accorded for the offer, issue and allotment of up to **4,000 (Four Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 40,00,00,000/- (Indian rupees forty only)** comprising of a base issue of **2,000 (Two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty only)** and **green shoe option of 2,000 (Two**

**Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty only) (“green shoe option”)**, by way of a private placement (the “issue”) or such other number of debentures and amount as may be agreed (“**Debentures**”), in dematerialized form on private placement basis, to the identified investors to whom an offer letter has been issued in this regard.

**“RESOLVED FURTHER THAT** the committee also hereby approves/confirms the appointment of:

- a) Catalyst Trusteeship Limited as the Debenture Trustee in respect of the proposed issuance of the Debentures, on such terms and conditions as may be agreed between the company and the Debenture Trustee in the debenture trustee appointment agreement.
- b) NSDL and/or CDSL as the depository/ies for the issue of Debentures.

**“RESOLVED FURTHER THAT** in consideration of the Debenture holders agreeing to subscribe to the debentures proposed to be issued by the company, the committee be and is hereby accorded to the company for creation of security interest over the book debts and receivables of the company forming a part of security and provide such other security as required as per the terms of the Debenture Trust Deed and other Transaction documents.

**“RESOLVED FURTHER THAT** the Directors and/or the Authorised Persons be and are hereby severally authorised to take all necessary steps relating to the creation, perfection and registration of charges and also to sign and submit the necessary forms in relation to the Transaction Security and/or the issue, offer and allotment of the Debentures with the relevant registrar of companies, the Central Registry of Securitisation Asset Reconstruction and Security Interest of India, the Ministry of Corporate Affairs, or any depository(ies), and/or any other relevant governmental authorities.

**“RESOLVED FURTHER THAT** all acts, things or deeds, done or caused to be done, by the Authorised Signatories in connection with the issue of the Debentures shall be binding on the company and deemed to have been done by the company itself.

**“RESOLVED FURTHER THAT** the Directors and/or authorised signatory be and hereby severely authorised to approve, finalize, sign, execute and deliver the Transaction documents and such other agreements, deeds, undertakings, indemnities and documents as may be requires, or any of them in connection with the issue, offer and allotment of Debentures to be issued by the company.

**“RESOLVED FURTHER THAT** a certified true copy of this resolution may be provided to any person (including any authorised representative, agents, consultants, or officers of such person) under the signatures of any director or company secretary of the company and file the necessary forms or returns with the ROC”

**5. TO DISCUSS AND APPROVE APPOINTMENT AND IDENTIFICATION OF DEBENTURE TRUSTEE, REGISTRAR AND SHARE TRANSFER AGENT, RATING AGENCY, STATUTORY AUDITOR, ARRANGER, LEGAL FIRM, DEPOSITORY, STOCK EXCHANGE AND OTHER PROFESSIONALS**

As mentioned above the Company proposes to offer, issue and allotment of up to **4,000 (Four Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 40,00,00,000/- (Indian rupees forty only)** comprising of a base issue of **2,000 (Two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty only)** and **green shoe option** of **2,000 (Two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty only)** (“**green shoe option**”), by way of a private placement (the “**issue**”) or such other number of debentures and amount as may be agreed (“**Debentures**”), in dematerialized form on private placement basis.

Further in this regard

- To secure proposed issue there is requirement to appoint **debenture trustee** for which management identified **CATALYST Trusteeship Limited** to act as **debenture trustee**
- For smooth functioning of the listing, issue, ISIN creation, allotment, redemption and other formalities related to proposed issue there is requirement to appoint **Registrar and Share Transfer Agent** for which management identified **Niche Technologies Private Limited** to act as **Registrar and Share Transfer Agent**
- For support related to rating and other formalities management identified **Infomerics Valuation and Rating Private Limited** as rating agency
- For formalities related to certification, reporting and otherwise as and when specifically required from statutory auditor, existing auditor will continue to act upon it, i.e. **M/s N.K. Kejriwal & Co.**
- To arrange investment management identified **Tipsons Consultancy Services Private Limited** to act as arranger of the fund
- To complete the legal formalities management in consultation with IDBI Capital Markets & Securities Limited identified **Verist Law** as a legal firm
- For demat formalities relating to proposed issue there is a requirement to identify **depository** for which management identified recognized depository (**National Securities Depositories Limited** and/or **Central Depositories Services Limited**) as per the convicence of the investor and management
- For listing formalities relating to proposed issue there is a requirement to identify **stock exchange** for which management identified recognized stock exchange (**Bombay Stock Exchange, National Stock Exchange or any other recognized stock exchange**) as per the convicence of the investor and management
- To appoint any other professionals to complete related formalities as and when required.



Accordingly, committee is requested to discuss and approve the same by passing the following resolution, with or without modification.

**"RESOLVED THAT** pursuant to provisions of Section 71 of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 and all the applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/ amendments or re-enactments thereof) and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, rules, regulations made thereunder and any other provisions of applicable law, and subject to other approvals, permissions and sanctions of the lenders of the Company, Securities and Exchange Board of India ("SEBI"), the stock exchanges where the equity shares of the Company are listed (the "Stock Exchanges"), the Reserve Bank of India, the Ministry of Corporate Affairs, the Government of India and any other concerned statutory or regulatory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities and approval of the shareholder required, if any, related to the offer, issue and allotment of up to **4,000 (Four Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 40,00,00,000/- (Indian rupees forty only)** comprising of a base issue of **2,000 (Two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty only)** and green shoe option of **2,000 (Two Thousand)** senior, secured, rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, each having a face value of **INR 1,00,000/- (Indian rupees one lakh only)** and an aggregate face value of **INR 20,00,00,000/- (Indian rupees twenty only)** ("**green shoe option**"), by way of a private placement (the "**issue**") or such other number of debentures and amount as may be agreed ("**Debentures**"), in dematerialized form on private placement basis, to the identified investors to whom an offer letter has been issued in this regard, approval of the committee be and are hereby accorded

- to appoint **CATALYST Trusteeship Limited**, as **Debenture Trustee** of the company
- to authorize debenture trustee i.e. **CATALYST Trusteeship Limited** in consultation with any one of the directors of the company namely Mr. Gautam Jain Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary and/or Mr. Abhishek Agarwal, Chief Financial Officer of the company to on board any **professional** as and when required to perform their duties as a Debenture Trustee
- to appoint **Niche Technologies Private Limited**, as **Registrar and Share Transfer Agent** of the company
- to authorize **Infomerics Valuation and Rating Private Limited** to act as a rating agency of the company
- to authorize **M/s N.K. Kejriwal & Co.** (the existing statutory auditor of the company) to complete all the formalities as a statutory auditor of the company
- to authorize **Tipsons Consultancy Services Private Limited** to act as arranger of the fund
- to authorize **Verist Law** to complete all the legal formalities for the company

- to authorize Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary & Mr. Abhishek Agarwal, Chief Financial Officer of the company jointly and/or severally to identify recognized depository (**National Securities Depositories Limited** and/or **Central Depositories Services Limited**) as per the convenience and to complete the necessary formalities
- to authorize Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary & Mr. Abhishek Agarwal, Chief Financial Officer of the company, jointly and/or severally for applying and obtaining in-principal approval of initial listing of securities with **recognized stock exchange (Bombay Stock Exchange, National Stock Exchange or any other recognized stock exchange)** as per the convenience and to complete the formalities

**RESOLVED FURTHER THAT** Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary & Mr. Abhishek Agarwal, Chief Financial Officer of the company be and are hereby jointly and/or severally authorized to sign, seal, execute and deliver necessary application(s) including listing application(s) and to enter into and executing necessary agreement including listing agreement with **debenture trustee, registrar and share transfer agent, rating agency, statutory auditor, arranger, legal firm, depository, stock exchange and other professionals, to issue mandate and request for consent** to complete the formalities for the proposed issuance as mentioned above as per terms of the issue, to send all such information, document, and papers as may be necessary, expedient and desirable for the same and to do such act, things and deed necessary to give effect to the above said resolution.”

**6. TO CONSIDER AND DISCUSS ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIR**

(Committee may discuss any other item apart from notified items of business with the permission of the chair).