



VEDIKA CREDIT CAPITAL LTD

PARTNER IN THE GROWTH OF MICRO ENTREPRENEURS

TEAM VEDIKA

Date: 08/08/2024

To,

National Stock Exchange of India Limited
Listing department, Exchange Plaza,
Bandra- Kurla Complex, Bandra (E)
Mumbai- 400 051

Sub: Intimation under Regulation 50(1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

In accordance with the provisions of Regulation 50(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby intimate that, a meeting of the Board of Directors of Vedika Credit Capital Limited is scheduled to be held on 13th August, 2024 inter alia to consider and approve the financial statements and limited review report of the Company for the quarter ended 30th June, 2024 along with other agenda items so as attached herewith.

This is for your information and records.

Thanking You

For Vedika Credit Capital Limited

For Vedika Credit Capital Ltd

Gaurav Kumar Vohra

Company Secretary

Gaurav Kumar Vohra

Company Secretary & Compliance Officer

TEAM VEDIKA

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📍 **Head Office Address:**

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📍 **Registered Office Address:**

C/O Mr. Subir Dhara, Village - Choto Khataliya, P.O.- Shiuli Telini Para, Dist. - 24 North Parganas, P.S.- Titagar, West Bengal - 700121, India

CIN No.: U67120WB1995PLC069424

RBI NBFC-MFI Reg. No.: B-05.00844

AGENDA PAPER FOR THE NINETY-SEVENTH BOARD MEETING OF “VEDIKA CREDIT CAPITAL LTD” TO BE HELD ON TUESDAY, 13TH AUGUST, 2024 AT 12:30 PM 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

Board be and is hereby requested to take note upon the minutes last meeting held on 02.05.2024

Encl.: Minutes of the Last Meeting held on 02.05.2024

4. TO DISCUSS, CONSIDER AND TAKE NOTE UPON THE RESOLUTION PASSED THROUGH CIRCULATION

Due to urgency company passed a resolution through circulation dated 20/06/2024 as under in accordance with the section 175 of the companies act, 2013 read with relevant rules under the act and secretarial standards on Thursday, 20th June, 2024

TO DISCUSS & APPROVE ALLOTMENT OF EQUITY SHARES OF THE COMPANY, ON PRIVATE PLACEMENT BASIS.

Shareholders Given their assent upon offer and issue of Equity Shares of the Company, On Private Placement Basis on the terms, so as more fully prescribed in the offer documents at their meeting dated **02.04.2024**

Accordingly, company received Subscription amount from the prospective allottees.

Therefore, board be and hereby requested to approve the same by passing the following resolution, with or without modification if any.

“RESOLVED THAT pursuant to the provisions of Section 42, 62(c) and other provisions, applicable, if any, of the Companies Act, 2013 read with Companies (Prospectus and allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any statutory enactment, modification etc. thereto, and in pursuant to the approval of the shareholders at its duly convened Extra Ordinary General meeting held on **02/04/2024**, the consent of the Board of Directors of the Company be and is hereby accorded for an allotment of **2999263(Twenty-Nine Lakh Ninety-Nine Thousand Two Hundred Sixty-Three)** Equity Share having face value of **Rs. 10/- (Rupees Ten only)** each (the “Shares”) at **Rs. 132.00(Rupees One Hundred and thirty-two only)** each which includes Premium of **Rs. 122.00 (Rupees One Hundred and twenty-two only)** per share) to eligible persons, for an aggregate sum of **Rs. 39,59,02,716.00/- (Thirty-Nine Crore Fifty-Nine Lakh Two Thousand Seven Hundred Sixteen).**

RESOLVED FURTHER THAT the said Equity Shares shall rank pari-passu with existing Equity Shares in all respects.

RESOLVED FURTHER THAT Mr. Vikram Jain & Mr. Gautam Jain, the Directors of the company and Mr. Gaurav Kumar Vohra, Company Secretary of the company be and is hereby severally authorized on behalf of the Board of Directors of the company to file Return on Allotment of aforesaid shares in E-Form No. PAS-3 or such other applicable form from time to time with the Registrar of Companies / Ministry of Corporate Affairs by affixing Digital Signature thereto.

RESOLVED FURTHER THAT Mr. Vikram Jain & Mr. Gautam Jain, the Directors of the company and Mr. Gaurav Kumar Vohra, Company Secretary of the company be and is hereby severally authorized on behalf of the Board of Directors of the company to make necessary entries in respect of issue and allotment of aforesaid shares be made in the Register of Members.

RESOLVED FURTHER THAT Mr. Vikram Jain & Mr. Gautam Jain, the Directors of the company and Mr. Gaurav Kumar Vohra, Company Secretary of the company be and is hereby severally authorized on behalf of the Board of Directors of the company to intimate above allotment to Depositories and/or R&T agents by submitting necessary documents so as required in this regard

RESOLVED FURTHER THAT Mr. Vikram Jain & Mr. Gautam Jain, the Directors of the company and Mr. Gaurav Kumar Vohra, Company Secretary of the company be and is hereby severally authorized on behalf of the Board of Directors of the company to do all such acts, deeds, matters and things which may deem necessary, pertinent, desirable, incidental in this regard.”

Hence board is requested to discuss, consider the resolution passed through circulation and take on record by passing the following resolution:

“RESOLVED THAT pursuant to the provisions of section 175 of the companies act, 2013 read with relevant rules under the act and secretarial standards board be and is hereby considered the resolution passed through circulation on Thursday, 20th June, 2024 and taken on record

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, **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 , on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

5. TO DISCUSS, CONSIDER AND APPROVE POLICIES AND CHANGE IN POLICIES

To meet current requirement and in accordance with the statutory requirement, management submitted few policies which required board approval.

List of policies are:

Name
Anti Bribery and Anti-Corruption Policy
Asset Liabilities Management policy
Business continuity policy
Code of conduct for independent director
Compliance Policy
Corporate Governance Policy
Corporate Social Responsibility
Credit or investment concentration policy
Demand & Call loan policy
Fair Practise Code
Fit and proper criteria
Fraud policy
Grievance Redressal Mechanism
Human-Resource-Policy
Interest Rate policy/Pricing Policy
Internal Audit Manual
Investment policy
Individual Loan Credit Policy
AML & KYC Policy
Micro Finance Credit Policy
Nomination & Remuneration & compensation policy
Outsourcing policy
Policy for Transfer of Loan Exposure (Stressed Assets)
Policy on Asset Classification, Identification of Distress Assets and Provisioning Norms
Policy on Restructuring of Advances
Prevention of Documents Policy
Prevention Of Sexual Harassment Policy
Related party transaction
Risk Management Policy
Securitisation policy
Vigil mechanism policy
Training Manual
Action Policy on Staff Misconduct
Contingency Funding Plan
Social & Environmental Policy
Accounting Policy
Cash management mechanism

Asset Quality and write off policy
Compliance & legal
Employees Code of Conduct

Hence board is required to discuss and approve the same by passing the following resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with applicable rules including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and RBI guidelines (to the extent applicable) and subject to the applicable provisions of Articles of Association of the Company, and upon recommendation of the management and such other consent(s) and permission(s) as may be necessary, the consent of the Board of Directors be and is hereby accorded for the approval of the policies as annexed hereto with the agenda

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, **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 , on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

6. TO CONSIDER & DISCUSS UPON FINANCIAL REPORT OF Q1(2024-25)

Statutory Auditor will present before the board, Financial Report of Q1(2024-25) on the basis of IND-AS for its due consideration and approval with their comments if any as under:

“RESOLVED THAT pursuant to the regulation of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 so as applicable & based upon the recommendation of the Audit committee, approval of the board be is hereby accorded for the approval of quarterly financial report along with limited review report pertaining to the Quarter (1) One for financial year 2024-25 so as table before the board

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, **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 , on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, stock exchange, newspaper and other statutory authority or otherwise as and when required.”

7. TO DISCUSS, APPROVE AND RECOMMEND REGULARISATION OF DEEP KUMAR HESSA AS DIRECTOR

Mr. Deep Kumar Hessa (DIN: 03452241), was appointment as additional director of the company at the duly convened board meeting of the company held on 14.11.2023 subject to regularisation at the ensuing Annual General Meeting of the company and in the light of necessary declarations submitted like MBP-1, DIR-8, Deed of Covenant and declaration received in accordance with RBI Guidelines and other information.

Further his sitting fees will remain same i.e. Rs. 5000/- Per Board Meeting.

Hence based upon the recommendation of the nomination & remuneration committee & Audit Committee, board is requested to discuss, consider and recommend the same for the approval of the shareholder by passing the following resolution as under:

“RESOLVED THAT Mr. Deep Kumar Hessa (DIN: 03452241) who was appointed as an Additional Director of the company, with effect from **14.11.2023** by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof)and applicable provisions of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a director of the company based upon the recommendation of nomination and remuneration committee & audit committee and subject to the approval of the shareholder, who will be liable to retire by rotation, in the forthcoming annual general meeting of the company

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, **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 , on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

8. TO CONSIDER AND APPROVE THE RE- APPOINTMENT AND INCREASE IN THE REMUNERATION OF MR. GAUTAM JAIN (DIN: 00367524), MANAGING DIRECTOR OF THE COMPANY

Management submitted the requirement for the reappointment of the Mr. Gautam Jain (DIN: 00367524) as Managing director along with increase in his remuneration

He was reappointed as a Managing Director on 25.09.2020. Accordingly, his term is supposed to be expired in the year 2025. In accordance with the applicable provisions of the companies Act, a company can re-appoint the managing director for another term in the last year of his/her current term.

Hence management is proposing his reappointment for a period of 5 (Five) years w.e.f 1st October, 2024

Furthermore, in the light of his contribution to the companies' affairs and day to day management, it is requested to change in his salary in the Scale of Rs. 6 lakhs per month to 15 lakhs per month (Basic Salary) on the terms and conditions including remuneration as set out below:

Particulars	Per Month (Rs.)	Per Annum (Rs.)
A.1 FIXED COMPENSATION		
Basic Salary	6,00,000/-	72,00,000/- to Rs. 1,80,00,000/-
House Rent Allowance	40% of Basic Salary	
Customery Bonus	20% of Basic Salary	
Professional Allowance	10% of Basic Salary	
Special Allowance	Tax free against bills	
Employer's Contribution to EPF	20% of Basic Salary	
A.2- REIMBURSEMENTS		
Conveyance Reimbursement for official use. Personal use will be billed by the Company	Tax free against bills	
Leave Travel Concession for self and family in India and abroad	15,000/-	1,80,000/-
Club Fees maximum 2 Clubs (Tax free against Bills)	5,000/-	60,000/-
Telephone Reimbursement (as per telephone policy)	Corporate Connection	
A.3- OTHER BENEFITS		
Annual Medical Insurance Premium for self and Family, coverage upto Rs. 50,00,000/- and Accidental Coverage for Self-up to Rs.1,00,00,000/-		
Earned Leaves (As per Policy of the Company)		
Gratuity Contribution		
B. VARIABLE COMPENSATION		
As per the matrix provided in Compensation Policy and approved by Nomination & Remuneration Committee (NRC)*		

(Driver and other Benefits excluded from CTC)		
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Therefore, board is requested to discuss, consider and approve the same in the light of recommendation of the nomination & remuneration committee, audit committee and necessary declarations submitted like MBP-1, DIR-8, Deed of Covenant and declaration received in accordance with RBI Guidelines and other information by passing the following resolution as under:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and RBI guidelines (to the extent applicable) and subject to the applicable provisions of Articles of Association of the Company, and upon recommendation of the Nomination and Remuneration Committee & Audit committee and such other consent(s) and permission(s) as may be necessary and further subject to the approval of Members of the Company, the consent of the Board of Directors be and is hereby accorded for re-appointment of Mr. Gautam Jain (DIN: 00367524), Managing Director, for a period of 5 (Five) years w.e.f 1st October, 2024 in the Scale of Rs. 6 lakhs per month to 15 lakhs per month (Basic Salary) on the terms and conditions including remuneration as set out below:

Particulars	Per Month (Rs.)	Per Annum (Rs.)
A.1 FIXED COMPENSATION		
Basic Salary	6,00,000/-	72,00,000/- to Rs. 1,80,00,000/-
House Rent Allowance	40% of Basic Salary	
Customery Bonus	20% of Basic Salary	
Professional Allowance	10% of Basic Salary	
Special Allowance	Tax free against bills	
Employer's Contribution to EPF	20% of Basic Salary	
A.2- REIMBURSEMENTS		
Conveyance Reimbursement for official use. Personal use will be billed by the Company	Tax free against bills	
Leave Travel Concession for self and family in India and abroad	15,000/-	1,80,000/-
Club Fees maximum 2 Clubs (Tax free against Bills)	5,000/-	60,000/-
Telephone Reimbursement (as per telephone policy)	Corporate Connection	
A.3- OTHER BENEFITS		
Annual Medical Insurance Premium for self and Family, coverage upto Rs. 50,00,000/- and Accidental Coverage for Self-up to Rs.1,00,00,000/-		
Earned Leaves (As per Policy of the Company)		
Gratuity Contribution		

B. VARIABLE COMPENSATION		
As per the matrix provided in Compensation Policy and approved by Nomination & Remuneration Committee (NRC)*		
(Driver and other Benefits excluded from CTC)		

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the tenure of services of Mr. Gautam Jain, Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board (which shall be deemed to include any committee constituted/to be constituted by the Board) be and is hereby authorised to increase, alter, vary and modify the remuneration of the Managing Director, during his existing tenure and to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, **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 , on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

9. TO CONSIDER AND APPROVE THE APPOINTMENT AND INCREASE IN THE REMUNERATION OF MR. VIKRAM JAIN (DIN: 00367570), WHOLE TIME DIRECTOR OF THE COMPANY

Management submitted the requirement for the appointment of the Mr. Vikram Jain (DIN: 00367570) as Whole-Time director along with increase in his remuneration

He was reappointed as a Whole time Director on 02.08.2019. Accordingly, his term is supposed to be expired in the year 2024.

Hence management is proposing his appointment for a period of 5 (Five) years w.e.f 13.08.2024

Furthermore, in the light of his contribution to the companies' affairs and day to day management, it is requested to change in his salary in the Scale of Rs. 4 lakhs per month to 12 lakhs per month (Basic Salary) on the terms and conditions including remuneration as set out below:

Particulars	Per Month (Rs.)	Per Annum (Rs.)
A.1 FIXED COMPENSATION		
Basic Salary	4,00,000/-	48,00,000/- to 1,44,00,000/-
House Rent Allowance	40% of Basic Salary	
Customary Bonus	20% of Basic Salary	
Conveyance Allowance	10% of Basic Salary	
Special Allowance	Tax free against bills	
Employer's Contribution to EPF	20% of Basic Salary	
A.2- REIMBURSEMENTS		
Conveyance Reimbursement for official use. Personal use will be billed by the Company	Tax free against bills	
Leave Travel Concession for self and family in India and abroad	15,000/-	1,80,000/-
Club Fees maximum 2 Clubs (Tax free against Bills)	5,000/-	60,000/-
Telephone Reimbursement (as per telephone policy)	Corporate Connection	
A.3- OTHER BENEFITS		
Annual Medical Insurance Premium for self and Family, coverage upto Rs. 50,00,000/- and Accidental Coverage for Self upto Rs.1,00,00,000/-		
Earned Leaves (As per Policy of the Company)		
Gratuity Contribution		
B. VARIABLE COMPENSATION		
As per the matrix provided in Compensation Policy and approved by Nomination & Remuneration Committee (NRC)*		
(Driver and other Benefits excluded from CTC)		

Therefore, board is requested to discuss, consider and approve the same in the light of recommendation of the nomination & remuneration committee, audit committee and necessary declarations submitted like MBP-1, DIR-8, Deed of Covenant and declaration received in accordance with RBI Guidelines and other information by passing the following resolution as under:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and RBI guidelines (to the extent applicable) and subject to the applicable provisions of Articles of Association of the Company, and upon recommendation of the Nomination and Remuneration Committee & Audit Committee and subject to the approval of members in the general meeting and such other consent(s) and permission(s) as may be necessary, the consent of the Board of Directors be and is hereby accorded for the appointment of the Mr. Vikram Jain (DIN: 00367570) as Whole-time Director of the Company for a period of 5 (Five) years w.e.f 6th August, 2024 in the Scale of Rs. 4 lakhs per month to 12 lakhs per month (Basic Salary) on the terms and conditions including remuneration as set out below:

Particulars	Per Month (Rs.)	Per Annum (Rs.)
A.1 FIXED COMPENSATION		
Basic Salary	4,00,000/-	48,00,000/- to 1,44,00,000/-
House Rent Allowance	40% of Basic Salary	
Customery Bonus	20% of Basic Salary	
Conveyance Allowance	10% of Basic Salary	
Special Allowance	Tax free against bills	
Employer's Contribution to EPF	20% of Basic Salary	
A.2- REIMBURSEMENTS		
Conveyance Reimbursement for official use. Personal use will be billed by the Company	Tax free against bills	
Leave Travel Concession for self and family in India and abroad	15,000/-	1,80,000/-
Club Fees maximum 2 Clubs (Tax free against Bills)	5,000/-	60,000/-
Telephone Reimbursement (as per telephone policy)	Corporate Connection	
A.3- OTHER BENEFITS		
Annual Medical Insurance Premium for self and Family, coverage upto Rs. 50,00,000/- and Accidental Coverage for Self upto Rs.1,00,00,000/-		
Earned Leaves (As per Policy of the Company)		
Gratuity Contribution		
B. VARIABLE COMPENSATION		
As per the matrix provided in Compensation Policy and approved by Nomination &		

Remuneration Committee (NRC)*		
(Driver and other Benefits excluded from CTC)		

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the tenure of services of Mr. Vikram Jain as Whole-time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board (which shall be deemed to include any committee constituted/ to be constituted by the Board) be and is hereby authorised to increase, alter, vary and modify the remuneration of the Whole-time director, during his existing tenure and to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, **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 , on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

10. TO DISCUSS AND APPROVE APPOINTMENT OF SECRETERIAL AUDITOR

There is a requirement to appoint peer reviewed firm as a secretarial auditor. Accordingly, for the financial year 2024-25, company reapproached S. C. Pal & Associates (Practicing Company Secretary), bearing FCS. No. 9724, C.P. No. 11952 & Peer Review No. 3800/2023.

He accepted the re-appointment for the financial year 2024-25.

Hence based upon the recommendation of the Nomination and Remuneration Committee & Audit Committee, board be is hereby requested to discuss, consider and approve the same by passing the following resolution as under:

“RESOLVED THAT in accordance with the recommendation of the nomination & remuneration committee and audit committee, approval of the board be and is hereby given to appoint S. C. Pal & Associates (Practicing Company Secretary), bearing FCS. No. 9724, C.P. No. 11952 & Peer Review No. 3800/2023 as the Secretarial auditor of the company to conduct secretarial audit work of the company, for the financial year 2024-25 subject to maximum limit of Rs.20,000/- per year including applicable tax and excluding out of pocket expenses that may be incurred, if any.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, **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 , on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

11. TO DISCUSS AND APPROVE APPOINTMENT OF INTERNAL AUDITOR & FIXATION OF SCOPE OF THE SAME

There is a requirement to appoint internal auditor of the company for the financial year 2024-25. Hence company re-approached M/S Singhal Naveen & Associates (FRN No. 329833E), a Kolkata based firm for the same.

He accepted the re-appointment for the financial year 2024-25.

Hence based upon the recommendation of the Nomination and Remuneration Committee & Audit Committee, board be is hereby requested to discuss, consider and approve the same by passing the following resolution as under:

“RESOLVED THAT in accordance with the recommendation of the nomination & remuneration committee and subject to the approval of the board, recommendation of the committee be and is hereby given to appoint M/S Singhal Naveen & Associates (FRN No. 329833E) as the Internal auditor of the company to internal audit work of the company, for the financial year 2024-25 subject to maximum limit of Rs.25,000/- per Quarter including applicable tax and excluding out of pocket expenses that may be incurred, if any.

RESOLVED FURTHER THAT approval of the board be is hereby given to approve scope of internal audit so as to include details as mentioned below (not restricted to mentioned items only)

- Checking of agreements
- Checking books of accounts at regular interval including Collections, NPA provisions, etc.
- Checking of compliances so as applicable to company
- Verification of Internal Policies relating to credit, compliance, operations, Accounts, Finance, etc. and its implementations.
- Sample verification of Loan files which would include KYC compliances, documentation, etc.
- Booking of loan files into system software, interest income, charges verification.
- HR Audit including attendance, salary processing etc.
- Rentals and other administrative cost.
- Ledger verification
- GST, ROC, RBI compliances.
- Annual review of the financial and operational condition of the outsourced service provider
- Any other work assigned time to time

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, **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 , on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

12. TO DISCUSS AND APPROVE APPOINTMENT OF STATUTORY AUDITOR

In accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder Statutory auditor to be appointed for the term of 5 years.

But in accordance with the RBI Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) Entities will have to appoint the SCAs/SAs for a continuous period of three years, subject to the firms satisfying the eligibility norms each year.

Accordingly, the term of the existing statutory auditor was completed.

Hence company approached **M/S S K Bhageria & Associates**, Firm Registration No. 112882W for the term of three years commencing from the financial year 2024-25

In this regard based upon the recommendation of nomination and remuneration and audit committee, board is requested to discuss, consider and approve the same by passing the following resolution as under:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re- enactment thereof for the time being in force), and based upon the recommendation of the nomination and remuneration committee & audit committee and such other consent(s) and permission(s) as may be necessary and further subject to the approval of Members of the Company, the approval of the board be and is hereby accorded to appoint **M/S S K Bhageria & Associates**, Firm Registration No. **112882W** as Statutory Auditors of the Company for a period of consecutive three years starting from Financial Year 2024-25 on such remuneration as may be mutually agreed upon between Mr. Gautam Jain, Managing Director of the Company and the Auditors plus reimbursement of service tax, travelling and out of pocket expenses;

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, **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 , on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

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

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