



VEDIKA CREDIT CAPITAL LTD

PARTNER IN THE GROWTH OF MICRO ENTREPRENEURS

TEAM VEDIKA

Date: 16/05/2025

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 21st May, 2025 inter alia to consider and approve the audited financial statements of the Company for the quarter and year ended 31st March, 2025 including other reports thereon, approval of draft General Information Documents and other Agenda Items more fully described in attached Agenda.

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

TEAM VEDIKA



AGENDA PAPER FOR THE ONE HUNDRED AND FORTH BOARD MEETING OF “M/S VEDIKA CREDIT CAPITAL LTD” TO BE HELD ON WEDNESDAY, 21ST DAY OF MAY, 2025 AT 01:30 PM 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).



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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).



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VEDIKA CREDIT CAPITAL LTD

PARTNER IN THE GROWTH OF MICRO ENTREPRENEURS

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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 30th Day of April, 2025



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4. TO CONSIDER AND APPROVE DRAFT FINANCIAL STATEMENTS AND AUDITOR'S REPORT INCLUDING NOTES THEREON FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025

The Annual Accounts of the company for the year ending 31st March 2025 has been audited by the Statutory Auditor of the company.

Hence board is hereby requested to approve the same by considering the recommendation of the Audit committee by passing following resolution as **Resolution No.1**, with or without modification, if any.

“RESOLVED THAT pursuant to the provisions of the Section 179(3) of the Companies Act, 2013 read with companies (Meetings of Board and its Powers) Rules, 2014 the draft Annual Accounts of the company comprising Balance Sheet as on 31st March 2025 and Profit & Loss Account along with the Cash Flow Statements and Annexure thereon for the Financial Year ended on 31st March, 2025 as tabled and deliberated before the meeting of the Board, be and is hereby considered and approved and that the same be signed on behalf of the Board of Directors by Mr. Gautam Jain(Managing Director) and Mr. Vikram Jain(Whole Time Director) and Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary

RESOLVED FURTHER THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain(Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company, be and are hereby severally authorized to file the requisite e-Form with the Registrar of Companies, to submit necessary reports, intimation & other information to the stock exchange & other statutory authorities and to do such other acts, deeds and things as may deem necessary for giving effect to the aforesaid resolution

RESOLVED FURTHER THAT the Bad debts written off amounting to **4,52,09,901.80/-** has been accounted, approved and taken on record.”

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5. TO CONSIDER & APPROVE DRAFT DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025

Board be and is hereby requested to approve the draft directors' report including secretarial audit report by passing following resolution as **Resolution No.2** with or without modifications, if any

"RESOLVED THAT pursuant to the provisions of the Section 179(3) of the Companies Act, 2013, the draft Directors' Report including secretarial audit report of the company for the financial year ending on 31st March, 2025 as tabled & Deliberated before the Board of Directors, be and is hereby read, approved and taken on record

RESOLVED FURTHER THAT Mr. Gautam Jain, Managing Director and Mr. Vikram Jain, Director of the company, be and are hereby authorized to sign jointly the report on behalf of the Board of Directors

RESOLVED FURTHER THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain(Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company, be and are hereby severally authorized to file the requisite e-Form with the Registrar of Companies, to submit necessary reports, intimation & other information to the stock exchange & other statutory authorities and to do such other acts, deeds and things as may deem necessary for giving effect to the aforesaid resolution."

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6. TO CONSIDER AND APPROVE GEOGRAPHICAL EXPOSURE LIMIT

Management submitted before the board geographical exposure limit as under based upon the current scenario:

- Assam: 8%
- Bihar: 24%
- Jharkhand: 11%
- Odisha: 8%
- Tripura: 8%
- Uttar Pradesh: 9%
- West Bengal: 33%

Note: Deviation of 25% on existing limit is allowed

Accordingly, board is requested to approve the same as **Resolution No.3** with or without modification, if any:

“RESOLVED THAT approval of the board be is hereby given for fixing Geographical limit so as mentioned below with the provision of Deviation of 25% on existing limit

- Assam: 8%
- Bihar: 24%
- Jharkhand: 11%
- Odisha: 8%
- Tripura: 8%
- Uttar Pradesh: 9%
- West Bengal: 33%

RESOLVED FURTHER THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company be and are hereby severally authorized to communicate and to do such acts, things and deed necessary to give effect to the above said resolution.”



7. TO GIVE CONSENT UPON THE PRINCIPAL OF NON-ACCEPTANCE OF PUBLIC DEPOSITE

As per the terms of Registration as NBFC -MFI the company cannot accept any public deposits without the prior approval of the RBI

Company is complying the same since it became applicable along with amendment thereon if any.

Hence board is requested to discuss upon it & approve the required adoption by passing the following resolution as **Resolution No.4** with or without resolution, if any.

“RESOLVED THAT board considered and adopted in true spirit the company is a non-deposit taking NBFC registered with RBI, that the company has not accepted any public deposits in the past, it does not hold any public deposits in present and that it will not hold any public deposits in future without the prior approval of the RBI

RESOLVED FURTHER THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company, be and are hereby authorized jointly or severally to complete the necessary formalities if any and to do all such acts as may be necessary to give effect to the above said resolution.”

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8. TO CONSIDER AND ADOPT APPLICABLE RBI GUIDELINES INCLUDING UPDATION THEREON

According to the circular issued by RBI and as mentioned in Agenda, Company is complying with know your customer and prevention of money laundering acts, 2002 norms, master circular on fair practice code, guidelines upon systematically important company, scale based regulation (SBR): a revised regulatory framework for NBFCs & Master Direction – Reserve Bank of India (regulatory framework for microfinance loans) directions, 2022 including updation thereon and adopted the same since it became effective along with amendment thereon if any.

Hence board is requested to discuss upon it & approve the required adoption by passing the following resolution as **Resolution No.5** with or without resolution, if any.

“RESOLVED THAT the company has adopted and put in place know your customer and prevention of money laundering acts, 2002 norms as per master circular no. DNBS. (PD). CC. NO. 051/03.10.119/2015-16 dated July 1st, 2015 amendment made thereafter and any future amendments to be notified by RBI time to time.”

RESOLVED FURTHER THAT the company has adopted and put in place fair practices code as per master circular no. DNBS. (PD). CC. NO. DNBS. (PD). CC. NO. 054/03.10.119/2015-16 dated July 1st, 2015, recent Master Direction - Reserve Bank of India (Regulatory Framework for Microfinance Loans) Directions, 2022 issued by on 14.03.2022 vide master direction no. DoR.FIN.REC.95/03.10.038/2021-22 & guidelines of systematically important company as per master circular DNBR (PD) CC.NO.043/03.10.119/2015-16 so as applicable to the company and amendment made thereafter and any future amendments to be notified by RBI time to time.”

RESOLVED FURTHER THAT the company has adopted and put in place scale-based regulation as per regulation no. DOR.CRE.REC.No.60/03.10.001/2021-22 dated October 22nd, 2021, Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs so as applicable to the company and amendment made thereafter and any future amendments to be notified by RBI time to time.”

RESOLVED FURTHER THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company, be and are hereby authorized jointly or severally to complete the necessary formalities if any and to do all such acts as may be necessary to give effect to the above said resolution.”



9. TO DISCUSS UPON ANNUAL SUBMISSION RECEIVED FROM THE DIRECTORS OF THE COMPANY AS PER COMPANIES ACT, 2023 & RBI GUIDELINES IN THE LINE OF FIT AND PROPER CRITERIA

It is to inform to the board that as required under the provisions of the Companies Act, 2013 & RBI Guidelines specially Fit & Proper Criteria, the company is in receipt of Declaration and undertaking in the line of FIT AND PROPER including deed of covenant, Declaration of Independence and other declaration and undertakings pertain to the Financial Year 2025-26

The copies of the same will be presented before the meeting.

Board is requested to take note of the Declaration and undertaking in the line of FIT AND PROPER including deed of covenant, Declaration of Independence and other declaration and undertakings pertain to the Financial Year 2025-26 and authorised the Company Secretary to record the details so as required in the necessary register and record by passing the resolution as under as **Resolution No.6** with or without resolution, if any.

"RESOLVED THAT pursuant Master Circular –Corporate Governance including direction and circulars on fit and proper criteria and all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), applicable provisions of the company's act, 2013 read with relevant rules made there under and pursuant to the recommendation of the committee, board of directors hereby take on record Declaration and undertaking in the line of FIT AND PROPER including deed of covenant, Declaration of Independence and other declaration and undertakings pertain to the Financial Year 2025-26

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 file necessary forms, required if any with the registrar of company, to make necessary entries in the register so as required and applicable and to complete the formalities for the 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."

TEAM VEDIKA

10. TO DISCUSS AND APPROVE COMPOSITION OF FINANCE COMMITTEE & POWER DELEGATED TO FINANCE COMMITTEE

Company is required to constitute Finance Committee for day-to-day business operations of company. Committee is to be constituted with reference to section 179 (3) of companies act, 2013 and rules provided for this purpose to assists the board for the matters specified in section 179 (3) clauses (d) to (f) of companies act, 2013 and other matters for smooth working of day-to-day affairs of the company.

Accordingly, board is requested to discuss and approve the same with following resolution along with modification thereon if any as **Resolution No.7.**

“RESOLVED THAT consent of the board be and is hereby accorded to constitute committee in the name and style of **“Finance Committee”** for matters related to day-to-day operations of company

FURTHER RESOLVED THAT consent of the Board be and is hereby accorded about constitution of Finance Committee as follow:

S. No.	Name of Members	Designation	Role
1.	Gautam Jain	Managing Director	Board Member
2.	Vikram Jain	Whole Time Director	Chairman & Board Member
3.	Deep Kumar Hessa	Director	Board Member
4.	Abhishek Agarwal	Chief financial Officer	Finance Department Representative
5.	Gaurav Kumar Vohra	Company Secretary	In Attendance

FURTHER RESOLVED THAT Mr. Vikram Jain (Whole Time Director) be appointed as Chairman of the Committee, further in the absence of Mr. Vikram Jain (Whole Time Director), Mr. Gautam Jain (Managing Director) and/or Mr. Deep Kumar Hessa (Director) shall be appointed as the chairman for the said meeting subject to the approval by members present in the meeting

FURTHER RESOLVED THAT it is hereby accorded that quorum shall be either two members or one third of the members of the committee, whichever is higher

FURTHER RESOLVED THAT meeting of the committee shall be held at least four times in a year, further additional meetings may be convened at the request of any one of the members of the committee

FURTHER RESOLVED THAT Minutes be kept at the head office of the company and Chairman of the Finance committee shall report from time to time to the Board on the deliberations of the Committee

FURTHER RESOLVED THAT Consent of Board be and is hereby accorded to approve the draft of working pattern presented before the Board in the meeting regarding all other related issues/ matters incidental and necessary in this regard in Draft named ‘Finance committee



FURTHER RESOLVED THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution.”



TEAM VEDIKA



11. TO APPROVE TERMS OF REFERENCE OF FINANCE COMMITTEE

In reference approval of constitution of Finance committee, board is requested to discuss in the light of growth of operation of company upon the terms of reference of the finance committee as there will be many matters which need to be approved on urgent basis.

Further, to support day to day business operations of the company, all those matters is required to be included into "Terms of reference" of the Finance committee so as will be tabled before the board and accordingly board is requested to discuss and approve the same with following resolution along with modification thereon if any as **Resolution No.8:**

"RESOLVED THAT pursuant to resolution passed regarding constitution and structure of **"FINANCE COMMITTEE"**, consent of board of directors of the company be and is hereby accorded to provide following powers to "Finance Committee" in the name of **"TERMS OF REFERENCE"** under its working pattern.

1. To approve borrowings from various persons including banks, financial institutions (FI), corporate etc. on such terms and conditions as to repayment, interest rate, security or otherwise as it thinks fit up to such limits as approved by the Shareholders from time to time by special resolution passed under Section 180 sub- section 1 clause (a) & (c), such limit to be exclusive of any money borrowed by or on behalf of the Company otherwise than by virtue of this resolution. Further borrowing includes approval of renewal of Cash credit limit as per terms and conditions provided by concerned Bank/ FI/ Corporate.
2. To approve and provide authority to approach in any bank/ FI/ corporate for availing loan facility and provide authority to decide terms and conditions for availing loan facility including repayment terms, interest rate, security to be provided for this purpose and provide signing authority for data sharing and for signing/ endorsing any document in this connection.
3. To approve sanction letter for availing loan facility (both in terms of tier I & tier II capital as per RBI guidelines provided for this purpose) received from any bank/ FI/ Corporate and provide signing authority to any director or any other senior person/ employee for the same.
4. To approve issue of Securities to various investors and compliance related to the same.
5. To approve the Investors under private placement, offer for various securities.
6. To open, extend or close the issue.
7. To approve private placement, offer letter, application forms and various other documents relating to the issue of securities
8. To allot securities in one or more trenches
9. To approve Transmission of Shares
10. To approve & conduct all other matters regarding borrowings from any bank financial institutions (FI), corporate including opening of new bank account for availing loan facility or opening fixed deposit account for the purpose of providing security to concerned lender i.e. bank/ FI, corporate.
11. To approve investment of funds of the company subject to guidelines provided by RBI for this purpose for NBFC MFIs including investment of the funds of the company as specified in clause (e) of section 179 & creation of Fixed deposit



12. To grant loans or give guarantee or provide security in respect of loans as specified in clause (f) of section 179 subject to the limit provided to the board by special resolution passed under Section 180 sub- section 1 clause (a) & (c)
13. To approve establishment of current and other accounts with various banks upon such terms and conditions as may be agreed upon with the said bank including reactivation of existing dormant bank account, if any, for the purpose of day-to-day business activities of the company.
14. To approve changes in persons authorized to operate current and other accounts and their signing limits for operating such accounts.
15. To approve closure of current and other accounts of the Company held with various banks.
16. To approve and provide any authorization for day-to-day business operations such as for necessary licenses for establishing any new branch, authorization for availing any new network facility for internet or communication facility i.e. mobile network, authorization to handle any judicial/ Criminal matter, if any, authorization for any matter regarding FIU IND/ Central KYC registry (CKYC)/ internet banking/ cash management services etc.
17. To approve or review any policy/ reporting guidelines/ work manual/ code of conduct for day-to-day business operations including policies regarding Human resource, Accounts & MIS, Operations both at Head office and branches, Operational audit of branches, increment/ bonus policies etc.
18. Acceptance and approval of any new circular/ guidelines issued by any regulatory authority including Reserve Bank of India, Ministry of corporate affairs etc. to the extent of its applicability on the company.
19. To review the operations of the Company in general and report in the board meeting.
20. To delegate authority to the Company officials to represent the Company at various courts, government authorities.
21. To seek information from any employee as considered necessary for better management of company's affairs
22. To obtain outside legal professional advice as considered necessary for safeguard from the legal non compliances and formalities under different law/statute applicable to the company.
23. To approve investment of surplus funds as per the policy approved by the shareholder/board as case may be.
24. To approve donations to charitable trust, political party, and any other matter manner as per the policy approved by the Board.
25. Reviewing and determining governance duties, procedures, policies, code of conduct and by-laws and where necessary and as required by the Board"
26. To approve the annual budget and longer-term financial plans and approves any change in agreed expenditure/activity that would materially affect the financial forecast.
27. To providing leadership and commitment within the business on safety, health and environmental matters
28. To investigate any activity which require investigation.
29. To approve matters related to securitization or direct assignment or to become business associate with any lender.
30. To approve establishment of current and other accounts including fixed deposits account with various banks upon such terms and conditions as may be agreed upon with the said bank for the purpose of day-to-day business transactions of the company.



31. To approve & take any type of facility including but not limited to Internet facility, ATM card & Debit card or any other facility required for day-to-day business transactions of the Company.
32. To approve other incidental and ordinary course of process associated with above mentioned points

FURTHER RESOLVED THAT the authority and terms of reference of the Finance Committee may be amended by the board meeting as and when required

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 or any other person authorized by Finance Committee be and are hereby jointly and/or severally authorized on behalf of the Company to sign and execute all necessary documents, applications and returns including but not limited to loan documents, to file of necessary forms, e-forms with the Registrar of Companies, stock exchange, Reserve Bank of India and other statutory authority, to publish any necessary notices in the newspaper or any other communication, to undertake any necessary updates in the company's policy, registers, records as and when required and to do all acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to above said resolution."

TEAM VEDIKA



12. TO CONSIDER AND APPROVE DELEGATION OF POWER OF BRANCH OPENING, CLOSING & MERGER & SPLIT OF BRANCHES, ENTER INTO AN AGREEMENT OR RENEWAL OF AGREEMENT REQUIRED FOR THE BRANCH OPENING

For Smooth functioning of operations and future expansion of the company there is a requirement to delegate power of branch opening, closing & merger & split of branches, enter into an agreement or renewal of agreement required for the branch opening to Chief Operating Officer/Operation Head of the company subject to the approval of Managing Director

Hence board is hereby requested to approve the same by passing the following resolution with or without modification, if any **Resolution No.9**

“RESOLVED THAT approval of the board be and is hereby given to authorize Chief Operating Officer/Operation Head of the company in-consultation with Managing Director to approve branch opening, closing & merger & split of branches, enter into an agreement or renewal of agreement required for the branch opening or any others operation decisioning required in this behalf including delegation power of execution of agreement of branch to the concerned person in charge.”

RESOLVED FURTHER THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company, be and are hereby authorized jointly or severally to authorize such other person for the above-mentioned requirement, to complete the necessary formalities if any and to do all such acts as may be necessary to give effect to the above said resolution.”

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13. TO CONSIDER AND APPROVE DELEGATION OF GENERAL POWER TO THE SPECIFIC DIRECTORS, CHIEF FINANCIAL OFFICER & COMPANY SECRETARY

For Smooth day to day functioning there is a requirement to delegate some common authority.

Hence board is hereby requested to discuss and approve the same by passing the following resolution with or without modification, if any as **Resolution No. 10**

“RESOLVED THAT any of the two directors of the company namely Mr. Gautam Jain and Mr. Vikram Jain or Mr. Gaurav Kumar Vohra, Company Secretary or Mr. Abhishek Agarwal, Chief Financial Officer be and are hereby authorized jointly and/or severally, for and on behalf of the Company

1. To file eforms (notified and to be notified), as may be required to be filed under the Companies Act, 2013 and rules framed thereunder and any other relevant law, including any amendments thereto for the time being in force, with the Registrar of Companies, Regional Director(s), Ministry of Corporate Affairs, Central Government, Reserve Bank of India, Self-Regulatory Authority including state Self-Regulatory Authority, Security and exchange board of India, Stock Exchange, Depository or depository participants, Registrar, Merchant Banker, Valuers, Taxation Authority including GST and/or any other statutory authority, as may be necessary and to make necessary entries in statutory registers, minutes and records or for taking necessary action so as required and urgent with regard to any secretarial matters
2. To sign, execute and arrange to file, for and on behalf of the company, necessary forms, returns, receipts and documents viz. agreements, affidavits, undertakings, declarations/disclosures including application for condonation of delay or to seek extension and with the Registrar of Companies, Regional Director(s), Ministry of Corporate Affairs, Central Government, Reserve Bank of India, Self-Regulatory Authority including state Self-Regulatory Authority, Security and exchange board of India, Stock Exchange, Depository or depository participants, Registrar, Merchant Banker, Valuers, Taxation Authority including GST and/or any other statutory authority, as and when required
3. To appear on behalf of the company in all court/tribunal cases of the company whether civil or criminal, original or appellate, before judicial/quasi-judicial authority or statutory body, in connection with any legal proceedings in various court and/or such other lawsuits wherein the company is a defendant or a plaintiff or otherwise involved in any other ways requiring the company to appear before the court/tribunal in that case
4. To sign, verify and submit applications, petitions, complaints, written statements, counterclaims, objection petition, complaints, memorandum of appeal and any other documents as may be required to be submitted to the court/tribunal or any other authority viz. judicial/quasi-judicial authority or statutory body or organization/ individual in connection with any court/tribunal case or legal proceedings involving the company

5. To engage counsels, to execute power of attorney in favor of any person in relation to all court/tribunal cases of the company whether civil or criminal, original or appellate, before judicial/quasi-judicial authority or statutory body, in connection with any legal proceedings in various court and/or such other lawsuits wherein the company is a defendant or a plaintiff or otherwise involved in any other ways requiring the company to appear before the court/tribunal in that case, to swear Affidavits on behalf of the company
6. To Process for Mandatory registration, membership and licensing notified and to be notified by any organization viz. Registrar of Companies, Regional Director(s), Ministry of Corporate Affairs, Central Government, Reserve Bank of India, Self-Regulatory Authority including state Self-Regulatory Authority, Security and exchange board of India, Stock Exchange, Depository or depository participants, Registrar, Merchant Banker, Valuers, Taxation Authority including GST or other statutory authority which is mandatory for the company
7. To Enter into & to Sign, execute and deliver any legal, Loan related, policy documents and other documents, agreement, MOU, correspondence etc. on behalf of the company.”

RESOLVED FURTHER THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director), Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary of the company, be and are hereby authorized jointly or severally to authorize such other person for the above-mentioned requirement, to complete the necessary formalities if any and to do all such acts as may be necessary to give effect to the above said resolution.”

TEAM VEDIKA



14. TO DISCUSS AND REVIEW USERS OF DAKSH PORTAL

In accordance with the circular (CO.DOS.RSD. No. S438/31-01-105/2023-2024)- dated April 24, 2023 on Implementation and Usage of DAKSH by Supervised Entities (SEs), wherein, as per Para No. 2J, a periodic review of users in DAKSH shall be carried out by SEs.

Hence board is requested to discuss and review the workings and changes in the list of USERS

Further if any changes required board is requested to discuss and approve the same by passing the resolution, with or without modification, if any as **Resolution No. 11**

“RESOLVED THAT pursuant to the circular (CO.DOS.RSD. No. S438/31-01-105/2023-2024)- dated April 24, 2023 on Implementation and Usage of DAKSH by Supervised Entities (SEs), especially Para No. 2J, number of users have been reviewed and taken on record for the quarter ending March 2025

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 do necessary changes, updation and reporting at daksh portal, to complete the formalities for the proposed changes, 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.”

TEAM VEDIKA

15. TO DISCUSS AND APPROVE APPOINTMENT OF INTERNAL AUDITOR

Pursuant to the provisions of section 138 of companies act, 2013 and rules provided for this purpose including further enactment in this regard and subject to the recommendation of the committee, board be & is hereby requested to discuss and approve appointment of M/S Singhal Naveen & Associates (FRN No. 329833E) as internal auditor for the financial year 2025-26 by passing following resolution, with or without modification if any as **Resolution No. 12**

“RESOLVED THAT Pursuant to the provisions of section 138 of companies act, 2013 and rules provided for this purpose including further enactment in this regard and recommendation of the nomination & remuneration committee and audit committee approval of the board 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 2025-26 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)

1. Checking of agreements
2. Checking books of accounts at regular interval including Collections, NPA provisions, etc.
3. Checking of compliances so as applicable to company
4. Verification of Internal Policies relating to credit, compliance, operations, Accounts, Finance, etc. and its implementations.
5. Sample verification of Loan files which would include KYC compliances, documentation, etc.
6. Booking of loan files into system software, interest income, charges verification.
7. HR Audit including attendance, salary processing etc.
8. Rentals and other administrative cost.
9. Ledger verification
10. GST, ROC, RBI compliances.
11. Annual review of the financial and operational condition of the outsourced service provider
12. 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.”



16. TO DISCUSS AND APPROVE APPOINTMENT OF SECRETERIAL AUDITOR

Pursuant to the provisions of Section 204 of companies act, 2013 and rules provided for this purpose including further enactment in this regard and subject to the recommendation of the committee, board be & is hereby requested to discuss and approve appointment of 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 2025-26 by passing following resolution, with or without modification if any as **Resolution No. 13**

“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 2025-26 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.”

TEAM VEDIKA



17. TO APPROVE DRAFT NOTICE FOR CALLING OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY

The Thirty-First Annual General Meeting of the Company is to be held to discuss and approval annual accounts of the company including directors and other report along with other specific items so as more fully described in the draft agenda submitted before the board

The draft text of the notice calling the same along with explanatory statements thereon will be placed before the Board for approval.

Hence board is requested to consider and approve the same by passing the following resolution with or without modification, if any as **Resolution No. 14**

“RESOLVED THAT Thirty-First Annual General Meeting of the Members of **Vedika Credit Capital Ltd** will be held on **Tuesday, 14th July 2025 at 12:30 PM** at the **registered office** of the company situated at **C/O Mr. Subir Dhara, Village - Choto Khataliya, P.O.- Shiuli Telini Para, Dist. - 24 North Parganas, P.S.- Titagar, West Bengal – 700121** to transact the following business as set out in the notice thereon

RESOLVED FURTHER THAT Notice of the **Thirty-First** Annual General Meeting of the Members of **Vedika Credit Capital Ltd** will be held on **Tuesday, 14th July 2025 at 12:30 PM** at the **registered office** of the company situated at **C/O Mr. Subir Dhara, Village - Choto Khataliya, P.O.- Shiuli Telini Para, Dist. - 24 North Parganas, P.S.- Titagar, West Bengal – 700121**, duly initialed by the Company Secretary for the purpose of identification and placed before the Board be and is hereby approved and that **Mr. Gaurav Kumar Vohra, Company Secretary**, be and is hereby authorised to make necessary changes if required, and issue the Notice of the **Thirty-First** Annual General Meeting to all the Members and to the Stock Exchanges under his Signature.

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.”



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

In accordance with the company policy pertaining to annual review of the existing policies in the light of statutory requirement and current business practices on the basis of policies enclosed with agenda.

Accordingly, board is requested to discuss, recommend and approve if any changes required following resolution, with or without modification if any as **Resolution No. 15**

“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 & Memorandum 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 so as shared with agenda and as tabled 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.”

TEAM VEDIKA

19. TO DISCUSS AND REVIEW CONSITUTION OF THE COMMITTEE & CHANGES REQUIRED IF ANY

Board be and is hereby review the current composition of the committee, recommend and approve if any change required by passing the following resolution, with or without modification, if any as **Resolution No. 16**

#	Committee Name	Member & Chairperson Names			
		S. N.	Name	Designation	Role in the Committee
1	GRIEVANCE REDRESSAL COMMITTEE				
		1	Mr. Maqsoodul Hasan Ansari	Independent Director	Chairman & Board Member
		2	Mr. Gautam Jain	Managing Director	Board Member
		3	Mr. Vikram Jain	Whole Time Director	Board Member
		4	Mr. Ravi Kumar	Product Head	(GRO and Nodal Officer)
		6	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance
2	IT STRATEGY COMMITTEE				
		1	Mr. Maqsoodul Hasan Ansari	Independent Director	Chairman & Board Member
		2	Mr. Gautam Jain	Managing Director	Board Member
		3	Mr. Vikram Jain	Whole Time Director	Board Member
		4	Mr. Milan Singh	Chief Technology Officer	IT Representative
		6	Mr. Mukesh Dangi	Chief Information & Security Officer	IT Representative
		7	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance
3	NOMINATION REMUNERATION COMMITTEE AND				
		1	Mr. Maqsoodul Hasan Ansari	Independent Director	Chairman & Board Member
		2	Mr. Hari Babu Shukla	Independent Director	Board Member
		3	Mr. Deep Kumar Hessa	Director	Board Member
		4	Mr. Sohan Singh	HR Manager	HR Representative
		5	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance



4	AUDIT COMMITTEE	S. N.	Name	Designation	Role in the Committee
		1	Mr. Hari Babu Shukla	Independent Director	Chairman & Board Member
		2	Mr. Maqsoodul Hasan Ansari	Independent Director	Board Member
		3	Mr. Deep Kumar Hessa	Director	Board Member
		4	Mr. Chandan Kumar Malviya	Internal Audit Head and Head of Risk Control unit	Risk & Audit Representative
		5	Mr. Abhishek Agarwal	Chief Financial Officer	Finance Department Representative
		6	Representative of the Statutory Audit- As and when required specially at the meeting related to deliberation upon periodically Financials		
5	RISK COMMITTEE	7	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance
		S. N.	Name	Designation	Role in the Committee
		1	Mr. Hari Babu Shukla	Independent Director	Chairman & Board Member
		2	Mr. Gautam Jain	Managing Director	Board Member
		3	Mr. Vikram Jain	Whole Time Director	Board Member
		4	Mr. Chandan Kumar Malviya	Internal Audit Head and Head of Risk Control unit	Risk & Audit Representative
6	ASSETS & LIABILITY COMMITTEE	5	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance
		S. N.	Name	Designation	Role in the Committee
		1	Mr. Vikram Jain	Whole Time Director	Chairman & Board Member
		2	Mr. Gautam Jain	Managing Director	Board Member
		3	Mr. Abhishek Agarwal	Chief Financial Officer	Member (Finance Department Representative)
		4	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance



7	CORPORATE & SOCIAL RESPONSIBILITY COMMITTEE	S. N.	Name	Designation	Role in the Committee
		1	Mr. Hari Babu Shukla	Independent Director	Chairman & Board Member
		2	Mr. Deep Kumar Hessa	Director	Board Member
		3	Mr. Vikram Jain	Whole Time Director	Board Member
		4	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance
8	INDEPENDENT DIRECTOR COMMITTEE	S. N.	Name	Designation	Role in the Committee
		1	Mr. Hari Babu Shukla	Independent Director	Chairman & Board Member
		2	Mr. Maqsoodul Hasan Ansari	Independent Director	Board Member
		3	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance (If required by the IDs)
9	FINANCE COMMITTEE	S. N.	Name	Designation	Role in the Committee
		1	Mr. Vikram Jain	Whole Time Director	Chairman & Board Member
		2	Mr. Gautam Jain	Managing Director	Board Member
		3	Mr. Deep Kumar Hessa	Director	Board Member
		4	Mr. Abhishek Agarwal	Chief Financial Officer	Finance Department Representative
		5	Mr. Gaurav Kumar Vohra	Company Secretary	In attendance
10	INTERNAL COMPLAINT COMMITTEE	S. N.	Name	Designation	Role in the Committee
		1	Miss Anamika Mishra	HR Manager	Chairman
		2	Mrs Vidhu Priya	HR Manager	Member
		3	Mrs. Shikha Priya	Social Activist	External Member
		4	Mr. Sohan Singh	HR Manager	Member
		5	Mr. Gaurav Kumar Vohra	Company Secretary	Member



20. TO DISCUSS AND APPROVE DRAFT GENERAL INFORMATION DOCUMENT AND APPLICATION FOR IN PRINCIPAL APPROVAL

Pursuant to the provisions of Sections 42, 62, 71 and 179(3)(c), 180(1)(a) and 180(1)(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 pursuant to the initial approval of the board on **17th Day of April, 2024** and approval of the shareholders of the Company under Section 180 (1)(a), Section 180 (1)(c) and Section 42, 71, 179 of the Companies Act, 2013 on **21st Day of April, 2025** and subject to such approvals, consents, sanctions or permissions as may be required from any statutory or regulatory authority there is a requirement to approve draft General Information Document to apply in principal approval which shall be valid for a period of one year from the date of opening of the first issue of securities under this General Information Document.

Accordingly, period of the existing in principal approval and General Information Document dated June 13, 2024 is proposed to be expired on June 12, 2025 Hence board is requested to discuss and approve the same passing the following resolution, with or without modification, if any as **Resolution No. 17**

"RESOLVED THAT pursuant to the provisions of Sections 42, 62, 71 and 179(3)(c), 180(1)(a) and 180(1)(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 pursuant to the initial approval of the board on **17th Day of April, 2024** and approval of the shareholders of the Company under Section 180 (1)(a), Section 180 (1)(c) and Section 42, 71, 179 of the Companies Act, 2013 on **21st Day of April, 2025** and subject to such approvals, consents, sanctions or permissions as may be required from any statutory or regulatory authority, consent of the board be and is hereby accorded for approval of the draft General Information Document to issue and allotment of debentures ((i) subordinated, (ii) listed or unlisted, (iii) secured or unsecured, (iv) rated or unrated, (v) redeemable or irredeemable, (vi) convertible or non-convertible, (vii) any others (as may be determined)) including green shoe option and market linked, of such face value as may be determined up to the aggregate amount up to **INR 1000 Crores ("Debentures")** in one or more tranches/issues ("**Tranches/Issues**"), at such interest rate as may be determined, payable at such frequency as may be determined, subject to deduction of taxes at source in accordance with applicable law, with or without gross up, and for such maturity (subject to applicable law) as may be determined, on a private placement basis to eligible investors (including without limitation, any banks, financial institutions, mutual funds, foreign portfolio investors, individuals, or any other persons/entities in accordance with applicable law) ("**Investors**") for raising debt for such purposes as may be determined

"RESOLVED FURTHER THAT approval of the board be and is hereby given to Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary, Mr. Abhishek Agarwal, Chief Financial Officer and the other Authorised Persons execute necessary documents and seeking the listing of any of the Debentures or any Tranche/Issue of the Debentures on any Stock Exchange, submitting the listing application, applying and obtaining in-principal approval and taking all actions that may be necessary in connection with obtaining necessary listing.

"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 and the other Authorised Persons be and are hereby severally authorised to approve, finalize, sign, execute and deliver the documents, deed & agreement as mentioned above including such other agreements, deeds, undertakings, indemnities and documents as may be requires, or any of them in connection with the reissue, offer and allotment of Debentures to be issued by the company."



VEDIKA CREDIT CAPITAL LTD

PARTNER IN THE GROWTH OF MICRO ENTREPRENEURS

TEAM VEDIKA

21. 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).



TEAM VEDIKA