



VEDIKA CREDIT CAPITAL LTD

PARTNER IN THE GROWTH OF MICRO ENTREPRENEURS

TEAM VEDIKA

Date: 06/06/2025

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 Board along with other agenda items, proposed to be held on **11/06/2025**.

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

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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



AGENDA PAPER FOR THE ONE HUNDRED AND FIFTH BOARD MEETING OF “M/S VEDIKA CREDIT CAPITAL LTD” TO BE HELD ON WEDNESDAY, 11TH DAY OF JUNE, 2025 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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PARTNER IN THE GROWTH OF MICRO ENTREPRENEURS

TEAM VEDIKA

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).



TEAM VEDIKA



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).



TEAM VEDIKA



VEDIKA CREDIT CAPITAL LTD

PARTNER IN THE GROWTH OF MICRO ENTREPRENEURS

TEAM VEDIKA

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 May 21, 2025



TEAM VEDIKA



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 17th Day of April, 2024 read with special resolution passed by 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, proposes to offer, issue and allotment of up to 5,000 (Five 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 50,00,00,000/- (Indian rupees Fifty Crore only) comprising of a base issue of 2,500 (Two Thousand Five Hundred) 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 25,00,00,000/- (Indian rupees twenty five crore only) and green shoe option of 2,500 (Two Thousand Five Hundred) 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 25,00,00,000/- (Indian rupees twenty five crore 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 board 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), 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 ("board") be and is hereby accorded for the offer, issue and allotment of up to 5,000 (Five 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 50,00,00,000/- (Indian rupees Fifty Crore only) comprising of a base issue of 2,500 (Two Thousand Five Hundred) 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 25,00,00,000/- (Indian rupees twenty five crore only) and green shoe option of 2,500 (Two Thousand Five Hundred) 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 25,00,00,000/- (Indian rupees twenty five crore 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.

RESOLVED FURTHER THAT the board also hereby approves/confirms the appointment of:

- 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.
- 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 consent of the board 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 required, 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

The Company, pursuant to the authority granted by the resolution of its board of directors passed at its meeting held on 17th Day of April, 2024 read with special resolution passed by 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, proposes to offer, issue and allotment of up to 5,000 (Five 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 50,00,00,000/- (Indian rupees Fifty Crore only) comprising of a base issue of 2,500 (Two Thousand Five Hundred) 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 25,00,00,000/- (Indian rupees twenty five crore only) and green shoe option of 2,500 (Two Thousand Five Hundred) 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 25,00,00,000/- (Indian rupees twenty five crore 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 reissuance 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, reissuance, ISIN creation, allotment, redemption and other formalities related to proposed reissue 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 Infomeric 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. S K Bhageria & Associates
- To arrange investment management identified Tipson Consultancy Services Private Limited to act as arranger of the fund
- To complete the legal formalities management in consultation Tipson Consultancy Services Private Limited Identified Verist Law as a legal firm
- For demat formalities relating to proposed reissue 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 reissue 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, board is requested to discuss and approve the same by passing the following resolution, with or without modification.

"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, Securitized 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, related to the offer, issue and allotment of up to 5,000 (Five 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 50,00,00,000/- (Indian rupees Fifty Crore only) comprising of a base issue of 2,500 (Two Thousand Five Hundred) 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 25,00,00,000/- (Indian rupees twenty five crore only) and green shoe option of 2,500 (Two Thousand Five Hundred) 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 25,00,00,000/- (Indian rupees twenty five crore 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, approval of the board 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 S K Bhageria & Associates (the existing statutory auditor of the company) to complete all the formalities as a statutory auditor of the company
- to authorize Tipson 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
- 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 appoint any other professionals to complete related formalities 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 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 reissuance as mentioned above as per terms of the reissue, 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 DISCUSS AND APPROVE DRAFT DOCUMENTS FOR OFFER AND ISSUANCE OF DEBENTURES BY THE COMPANY AND CREATION OF SECURITY INCLUDING GENERAL INFORMATION DOCUMENT, KEY INFORMATION DOCUMENT INCLUDING OFFER LETTER, DEBENTURE TRUSTEE AGREEMENT, DEED OF HYPOTHECATION, DEBENTURE TRUST DEED AND OTHER SECURITY AND TRANSACTION DOCUMENT

The Company, pursuant to the authority granted by the resolution of its board of directors passed at its meeting held on 17th Day of April, 2024 read with special resolution passed by 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, proposes to offer, issue and allotment of up to 5,000 (Five 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 50,00,00,000/- (Indian rupees Fifty Crore only) comprising of a base issue of 2,500 (Two Thousand Five Hundred) 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 25,00,00,000/- (Indian rupees twenty five crore only) and green shoe option of 2,500 (Two Thousand Five Hundred) 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 25,00,00,000/- (Indian rupees twenty five crore 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 there is a requirement to discuss and approve draft documents for offer and issuance of debentures by the company and creation of security including general information document, key information document including offer letter, debenture trustee agreement, deed of hypothecation, debenture trust deed and other security and transaction document

Hence board is requested to discuss and approve the same by passing the resolution as under, with or without modification, if any:

"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, Key Information Document including offer letter, Debenture trustee agreement, Deed of Hypothecation, Debenture trust deed and other security and transaction document for the offer, issue and allotment of up to 5,000 (Five 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 50,00,00,000/- (Indian rupees Fifty Crore only) comprising of a base issue of 2,500 (Two Thousand Five Hundred) 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 25,00,00,000/- (Indian rupees twenty five crore only) and green shoe option of 2,500 (Two Thousand Five Hundred) 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 25,00,00,000/- (Indian rupees twenty five crore 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.

“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.”

TEAM VEDIKA



7. 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 17th Day of April, 2024 read with special resolution passed by 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, proposes to offer, issue and allotment of up to 20,000 (Twenty 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 200,00,00,000/- (Indian rupees Two Hundred Crore only) comprising of a base issue of 5,000 (Five 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 50,00,00,000/- (Indian rupees fifty crore only) and green shoe option of 15,000 (Fifteen 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 150,00,00,000/- (Indian rupees one hundred and fifty crore 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 board 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), 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 ("board") be and is hereby accorded for the offer, issue and allotment of up to 20,000 (Twenty 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 200,00,00,000/- (Indian rupees Two Hundred Crore only) comprising of a base issue of 5,000 (Five 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 50,00,00,000/- (Indian rupees fifty crore only) and green shoe option of 15,000 (Fifteen 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 150,00,00,000/- (Indian rupees one hundred and fifty crore only), 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.

RESOLVED FURTHER THAT the board also hereby approves/confirms the appointment of:

- 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.
- 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 consent of the board 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 required, 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”



8. 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

The Company, pursuant to the authority granted by the resolution of its board of directors passed at its meeting held on 17th Day of April, 2024 read with special resolution passed by 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, proposes to offer, issue and allotment of up to 20,000 (Twenty 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 200,00,00,000/- (Indian rupees Two Hundred Crore only) comprising of a base issue of 5,000 (Five 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 50,00,00,000/- (Indian rupees fifty crore only) and green shoe option of 15,000 (Fifteen 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 150,00,00,000/- (Indian rupees one hundred and fifty crore only), 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 reissuance 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, reissuance, ISIN creation, allotment, redemption and other formalities related to proposed reissue 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 Infomeric 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. S K Bhageria & Associates
- To arrange investment management identified Asvanta Financial Consultants Private Limited to act as arranger of the fund
- To complete the legal formalities management in consultation Asvanta Financial Consultants Private Limited Identified Verist Law as a legal firm
- For demat formalities relating to proposed reissue 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 reissue 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, board is requested to discuss and approve the same by passing the following resolution, with or without modification.

"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, related to the offer, issue and allotment of up to 20,000 (Twenty 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 200,00,00,000/- (Indian rupees Two Hundred Crore only) comprising of a base issue of 5,000 (Five 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 50,00,00,000/- (Indian rupees fifty crore only) and green shoe option of 15,000 (Fifteen 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 150,00,00,000/- (Indian rupees one hundred and fifty crore only), 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, approval of the board 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 S K Bhageria & Associates (the existing statutory auditor of the company) to complete all the formalities as a statutory auditor of the company
- to authorize Asvanta Financial Consultants 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
- 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 appoint any other professionals to complete related formalities 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 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 reissuance as mentioned above as per terms of the reissue, 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



9. TO DISCUSS AND APPROVE DRAFT DOCUMENTS FOR OFFER AND ISSUANCE OF DEBENTURES BY THE COMPANY AND CREATION OF SECURITY INCLUDING GENERAL INFORMATION DOCUMENT, KEY INFORMATION DOCUMENT INCLUDING OFFER LETTER, DEBENTURE TRUSTEE AGREEMENT, DEED OF HYPOTHECATION, DEBENTURE TRUST DEED AND OTHER SECURITY AND TRANSACTION DOCUMENT

The Company, pursuant to the authority granted by the resolution of its board of directors passed at its meeting held on 17th Day of April, 2024 read with special resolution passed by 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, proposes to offer, issue and allotment of up to 20,000 (Twenty 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 200,00,00,000/- (Indian rupees Two Hundred Crore only) comprising of a base issue of 5,000 (Five 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 50,00,00,000/- (Indian rupees fifty crore only) and green shoe option of 15,000 (Fifteen 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 150,00,00,000/- (Indian rupees one hundred and fifty crore only), 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 there is a requirement to discuss and approve draft documents for offer and issuance of debentures by the company and creation of security including general information document, key information document including offer letter, debenture trustee agreement, deed of hypothecation, debenture trust deed and other security and transaction document

Hence board is requested to discuss and approve the same by passing the resolution as under, with or without modification, if any:

"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, Key Information Document including offer letter, Debenture trustee agreement, Deed of Hypothecation, Debenture trust deed and other security and transaction document for the offer, issue and allotment of up to 20,000 (Twenty 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 200,00,00,000/- (Indian rupees Two Hundred Crore only) comprising of a base issue of 5,000 (Five 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 50,00,00,000/- (Indian rupees fifty crore only) and green shoe option of 15,000 (Fifteen 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 150,00,00,000/- (Indian rupees one hundred and fifty crore only), 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.

“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.”

TEAM VEDIKA



10. 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