

Date: 20/11/2025

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) & 50(1)(d) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Pursuant to the provisions of Regulation 50(1) & Regulation 50(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby intimate that, a meeting of the Board of Directors of Vedika Credit Capital Limited is scheduled to be held on 13th Day of November, 2025 inter alia

1. To discuss and approve appointment of Mrs Priya Poddar as independent director
2. To discuss and approve appointment of Mr. Gautam jain as the chairman of the company
3. To discuss and approve investments, give loan and guarantees under section 186 of the companies act
4. To discuss and approve raising of capital through an initial public offering of equity shares
5. To discuss and approve increase in limit for total holdings by registered foreign portfolio investors in the company
6. To discuss approve and increase in investment limits for non-resident Indians and overseas citizens of India
7. To discuss and approve the increase in authorized share capital of the company and alteration of capital clause of memorandum of association of the company
8. To discuss and approve alteration of capital clause of memorandum of association of the company
9. To discuss and approve offer and issuance of debentures by the company and creation of security
10. To discuss and approve appointment of M/s Bigshare services private limited as registrar and share transfer agents

Along with other agenda items

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

This is for your information and records.

Thanking You

For Vedika Credit Capital Limited

For Vedika Credit Capital Ltd

Gaurav Kumar Vohra

Gaurav Kumar Vohra
Company Secretary

Company Secretary & Compliance Officer

📞 9135001217

✉️ gaurav.cs@teamvedika.com

🌐 www.teamvedika.com

📍 **Head Office Address:**

404, Shrilok Complex, 4th Floor, H. B. Road, Ranchi, Jharkhand- 834001

📍 **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

AGENDA PAPER FOR THE 109TH BOARD MEETING OF VEDIKA CREDIT CAPITAL LTD TO BE HELD ON FRIDAY, 28TH DAY OF NOVEMBER, 2025 AT 11:00 AM AT THE OFFICE OF THE COMPANY SITUATED AT XV, KOKAR INDUSTRIAL AREA, OPPOSITE SADHU MADAN, KOKAR-834001, RANCHI, JHARKHAND.

Contents

1. TO ELECT CHAIRMAN OF THE MEETING	2
2. TO GRANT LEAVE OF ABSENCE, IF ANY	3
3. TO TAKE NOTE OF THE MINUTES OF THE LAST MEETING	4
4. TO DISCUSS AND APPROVE APPOINTMENT OF MRS PRIYA PODDAR AS INDEPENDENT DIRECTOR	5
5. TO DISCUSS AND APPROVE APPOINTMENT OF MR. GAUTAM JAIN AS THE CHAIRMAN OF THE COMPANY	7
6. TO DISCUSS AND APPROVE INVESTMENTS, GIVE LOAN AND GURANTTEES UNDER SECTION 186 OF THE COMPANIES ACT	8
7. TO DISCUSS AND APPROVE RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING OF EQUITY SHARES	10
8. TO DISCUSS AND APPROVE INCREASE IN LIMIT FOR TOTAL HOLDINGS BY REGISTERED FOREIGN PORTFOLIO INVESTORS IN THE COMPANY.....	18
9. TO DISCUSS APPROVE AND INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA	19
10. TO DISCUSS AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY	20
11. TO DISCUSS AND APPROVE ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.....	21
12. TO DISCUSS AND APPROVE OFFER AND ISSUANCE OF DEBENTURES BY THE COMPANY AND CREATION OF SECURITY.....	22
13. TO DISCUSS AND APPROVE APPOINTMENT OF M/S BIGSHARE SERVICES PRIVATE LIMITED AS REGISTRAR AND SHARE TRANSFER AGENTS	25
14. TO DISCUSS & APPROVE NOTICE FOR CALLING EXTRA ORDINARY GENERAL MEETING	26
15. TO CONSIDER AND DISCUSS ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIR.....	27

1. TO ELECT CHAIRMAN OF THE MEETING

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

2. TO GRANT LEAVE OF ABSENCE, IF ANY

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

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

Board be and is hereby requested to take note upon the minutes last meeting of the board and committees held on 13th Day of November, 2025

Encl.: Minutes of the Last Meeting held on 13th Day of November, 2025

4. TO DISCUSS AND APPROVE APPOINTMENT OF MRS PRIYA PODDAR AS INDEPENDENT DIRECTOR

As discussed in the last committee meeting of the Audit committee, Nomination and Remuneration committee held on 13.11.2025, committee after due diligence and requirement of appointment of a woman director for more transparency and strength to the board, approved the candidature of Mrs. Priya Poddar as an Independent Woman Director subject to the approval of the board and shareholder at the ensuing meeting

Hence board is requested to discuss, approve and recommend the same for the approval of the shareholder by passing the resolution, with or without modification, if any as **Resolution No. 1**

“RESOLVED THAT, subject to approval of the shareholders of the Company in a general meeting pursuant to the provisions of Section 149, 150, 152, 160 and 161 of the Companies Act, 2013 read with Schedule IV to the Act and Rules 4 and 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force) (**“Companies Act”**), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), all applicable regulations, directions, guidelines, circulars and notifications of the **Reserve Bank of India ("RBI")**, rules, regulations, guidelines, notifications, clarification and circulars, if any, prescribed by the Government of India and other applicable laws thereof, if any, recommendation of the **audit committee and nomination and remuneration committee (“The Committees”)** and pursuant to the provisions of the Articles of Association of the Company,, consent of the Board be and is hereby accorded to appoint **Mrs Priya Poddar**, holding DIN: **03055503**, as a **Director (Non-Executive and Independent)** on the Board of the Company with effect from the date of **Extra Ordinary General Meeting** for a term of **5 consecutive years** from the date of the **Extra Ordinary General Meeting** and shall be entitled to receive sitting fees **Rs. 5000** per Board Meeting for attending meetings of the Board or any committees thereof as may be determined by the Board from time to time

RESOLVED FURTHER THAT the Board, after considering the declaration received in accordance with the provisions of companies Act, 2013, the SEBI Listing Regulations and applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("RBI") including corporate governance and fit and proper criteria, profile, qualifications, experience, and expertise of **Mrs Priya Poddar** and recommendation of the **audit committee and nomination and remuneration committee**, is satisfied that the proposed appointee fulfils all the conditions specified in Section 149(6) of the Companies Act, 2013, for appointment as an Independent Director and is independent of the management of the Company. The Board further confirms that **Mrs Priya Poddar**, possesses appropriate skills, experience, and knowledge in the fields of Business Development & Planning, Financial Analysis and Social-impact leadership, which will be beneficial for the Company’s business operations and governance.

RESOLVED FURTHER THAT subject to the approval of the members in the ensuing extra ordinary General Meeting, **Mrs Priya Poddar** be appointed as an Independent Director of the Company for a term of **5 consecutive years** from the date of the **Extra Ordinary General Meeting**, and such appointment shall not be subject to retirement by rotation in accordance with Section 149(13) of the Companies Act, 2013.

RESOLVED FURTHER THAT the said appointment be subject to the proposed appointee providing a declaration at the first Board Meeting attended by her that she satisfies the criteria of independence as specified under Section 149(6) of the Companies Act, 2013, and the Company shall obtain such declaration in accordance with Section 149(7) of the Act and other declarations in accordance with the provisions of companies Act, 2013 and applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("RBI") including corporate governance and fit and proper criteria

RESOLVED FURTHER THAT the terms and conditions of appointment including remuneration, if any, payable to the Independent Director shall be as approved by the Board from time to time and shall be in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, and a formal letter of appointment shall be issued to the appointee setting out the terms and conditions as prescribed under Schedule IV of the Companies Act, 2013.

RESOLVED FURTHER THAT the appointment shall be placed before the members at the ensuing Extra Ordinary General Meeting for their approval by way of an ordinary resolution, and the Board shall include appropriate disclosures in the explanatory statement attached to the notice of such meeting stating that in the opinion of the Board, the Independent Director proposed to be appointed fulfils the conditions specified in the Act and is independent of the management.

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, and Mr. Abhishek Agarwal, Chief Financial Officer**, be and are hereby jointly and/or severally authorised, on behalf of the Company, to file the requisite forms, documents, returns and submissions with the Registrar of Companies, Stock Exchange, Reserve Bank of India and any other statutory or regulatory authority, as may be required, within the prescribed timelines; and to issue certified copies of this resolution, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard, including signing and executing all relevant Transaction documents and such other letters, applications, agreements, deeds, undertakings, indemnities and documents.”

5. TO DISCUSS AND APPROVE APPOINTMENT OF MR. GAUTAM JAIN AS THE CHAIRMAN OF THE COMPANY

Pursuant to the recommendation of the Audit committee, Nomination and Remuneration committee held on **13.11.2025** and considering the ongoing organisational restructuring and governance requirements, the Board had expressed the need to strengthen strategic leadership at the apex level. After due deliberation and evaluation, it is proposed that **Mr. Gautam Jain, Managing Director**, be appointed as the **Executive Chairman** of the Company (Currently acting as a chairman of the board meeting) for providing enhanced strategic direction, leadership continuity, and stronger Board oversight in alignment with applicable regulatory frameworks.

Accordingly, the matter is placed before the Board for discussion, approval, and recommendation.

The Board is requested to consider and approve the appointment of Mr. Gautam Jain as Executive Chairman with effect from November 28, 2025, and to pass the proposed resolution with or without modification as **Resolution No. 2**.

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, read with Rules made thereunder and other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force), all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("RBI"), rules, regulations, guidelines, notifications, clarification and circulars, if any, prescribed by the Government of India (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the Company and subject to such other approvals as may be necessary, **Mr. Gautam Jain, Managing Director** of the Company, be and is hereby appointed as the **Executive Chairman** of the Company with effect from **November 28, 2025** and he shall remain as **Chairman** unless otherwise decided by 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, and Mr. Abhishek Agarwal, Chief Financial Officer**, be and are hereby jointly and/or severally authorised, on behalf of the Company, to file the requisite forms, documents, returns and submissions with the Registrar of Companies, Stock Exchange, Reserve Bank of India and any other statutory or regulatory authority, as may be required, within the prescribed timelines; and to issue certified copies of this resolution, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard, including signing and executing all relevant Transaction documents and such other letters, applications, agreements, deeds, undertakings, indemnities and documents.”

📞 9135001217

✉️ gaurav.cs@teamvedika.com

🌐 www.teamvedika.com

📍 **Head Office Address:**

404, Shrilok Complex, 4th Floor, H. B. Road, Ranchi, Jharkhand- 834001

📍 **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

6. TO DISCUSS AND APPROVE INVESTMENTS, GIVE LOAN AND GURANTTEES UNDER SECTION 186 OF THE COMPANIES ACT

Based on the review of the Company's future expansion plans, funding requirements, group-level structuring, and potential strategic investments, there is a need of obtaining an enhanced approval under Section 186 of the Companies Act, 2013

Accordingly, upon consideration of the Company's growth roadmap, compliance requirements under the Companies Act, SEBI LODR, RBI regulations (including exposure norms and corporate governance guidelines) and keeping sufficient headroom for future investments, loans, and guarantees, the proposal for seeking a consolidated limit of ₹2,500 Crores each for:

- Investments in Subsidiaries / Bodies Corporate
- Loans to Subsidiaries / Bodies Corporate / Persons
- Guarantees / Securities on behalf of Subsidiaries / Bodies Corporate / Persons

necessary to ensure operational flexibility and timely decision-making.

Accordingly, the matter is placed before the Board for discussion and approval.

The Board is requested to consider and recommend the proposal for Members' approval to enable the Company to undertake investments, loans and guarantees beyond the prescribed limits under Section 186, by passing the resolution with or without modification, **as Resolution No. 3.**

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with Rules made thereunder and other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force), all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("RBI"), rules, regulations, guidelines, notifications, clarification and circulars, if any, prescribed by the Government of India (hereinafter collectively referred to as the "Applicable Laws") the consent of the Board be and is hereby accorded, subject to the approval of the Members of the Company, if any, and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, notwithstanding that the aggregate loans and guarantees to any bodies corporate and persons and investment in securities of any bodies corporate exceeds the limits specified under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications thereunder:

📞 9135001217

✉️ gaurav.cs@teamvedika.com

🌐 www.teamvedika.com

📍 **Head Office Address:**

404, Shrilok Complex, 4th Floor, H. B. Road, Ranchi, Jharkhand- 834001

📍 **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

- (a) to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of the following limits:

Investments into Subsidiaries and other Bodies Corporate: **Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only).**

- (b) to make/give from time to time any loan or loans to anybody or bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company or to any persons as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits:

Loans to Subsidiaries, other Bodies Corporate or Persons: **Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only).**

- (c) give from time to time any guarantee(s) and/or provide any security to any person(s), any Body Corporate, Bank, Financial Institutions or any other institution in India or outside in respect of or against any loans to or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company, as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits:

Guarantees against Loans/Financial arrangements in favour of Subsidiaries, other Bodies Corporate and Persons: **Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only).**

RESOLVED FURTHER THAT the consent of the Board, be and is hereby accorded pursuant to Rule No. 11 of the Companies (Meetings of Board and its powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly Owned Subsidiaries of the Company, for such sums as may be decided by Board of Directors as permitted or subject to the provisions specified therein.

RESOLVED FURTHER THAT Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole-Time Director, Mr. Gaurav Kumar Vohra, Company Secretary, and Mr. Abhishek Agarwal, Chief Financial Officer of the company be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

9135001217

gaurav.cs@teamvedika.com

www.teamvedika.com

Head Office Address:

404, Shrilok Complex, 4th Floor, H. B. Road, Ranchi, Jharkhand- 834001

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

7. TO DISCUSS AND APPROVE RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING OF EQUITY SHARES

It is to inform to the board that company M/s. Vedika Credit Capital Limited about the proposal to undertake an initial public offer of the equity shares of face value of ₹ 10 each of the Company (“**Equity Shares**”) comprising a fresh issuance of Equity Shares by the Company (“**Issue**”), and to list the Equity Shares on one or more of the recognised stock exchanges in India. The Company intends to undertake the Issue and list its Equity Shares at an opportune time, in consultation with the book running lead manager appointed for the Issue (“**BRLM**”) and other advisors to be appointed for the Issue, and subject to applicable regulatory and other approvals, to the extent necessary.

Accordingly, the matter is placed before the Board for discussion, approval, and recommendation.

Hence board is requested to discuss, approve and recommend the same for the approval of the shareholder by passing the resolution, with or without modification, if any as **Resolution No. 4**

“**RESOLVED THAT** subject to the approval of the shareholders of M/s. Vedika Credit Capital Limited (the “**Company**”) in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, pursuant to the provisions of sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations notified thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the “**Companies Act**”), the Securities Contracts (Regulation) Act, 1956 (and the Securities Contracts (Regulation) Rules, 1957), as amended, in each instance, including the rules, regulations, circulars, guidelines issued thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (“**Gol**”), including the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), Securities and Exchange Board of India (“**SEBI**”) or Reserve Bank of India (“**RBI**”), and any other applicable laws, rules and regulations, in India or outside India (collectively, the “**Applicable Laws**”), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreements to be entered into between the Company and the respective recognised stock exchanges of India where the Equity Shares are proposed to be listed (“**Stock Exchanges**”), and subject to any approvals from the Gol, the Registrar of Companies, West Bengal at Kolkata (“**RoC**”), SEBI, RBI, the Stock Exchanges, the DPIIT and any other appropriate governmental, statutory and regulatory authorities of India (“**Regulatory Authorities**”) and any third parties including but not limited to lender(s) of the Company, and such other approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and such third parties (if any) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board (which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution),

9135001217

gaurav.cs@teamvedika.com

www.teamvedika.com

Head Office Address:

404, Shrilok Complex, 4th Floor, H. B. Road, Ranchi, Jharkhand- 834001

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

the consent and approval of the Board be and is hereby accorded to create, issue, offer and allot up to 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of face value of Rs. 10/- each to be issued for cash either at par or premium as and by way of an Initial Public Issue (“**Issue**” or “**IPO**”) (with an option to the Company to retain an over-subscription to the extent of 1% of the net Issue (defined below) size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in consultation with the designated stock exchange) including the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, for cash at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations, out of the authorised capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, if any, as defined under Regulations 2(1)(c) and 2(1)(ss), respectively of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, one or more of the members, employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, systemically important non-banking finance companies, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons in one or more combinations thereof, whether through the Issue or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws and in one or more tranches in consultation with the BRLM /or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the BRLM and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Equity Shares allotted pursuant to the Issue shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Board and such other persons as may be authorised by the Board be and is hereby authorised on behalf of the Company to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees (“**Reservation**”) or eligible employees (“**Discount**”); and to take any and all actions in connection with any Reservation or Discount as the Board may, in consultation with the BRLM, think fit or proper, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

📞 9135001217

✉️ gaurav.cs@teamvedika.com

🌐 www.teamvedika.com

📍 **Head Office Address:**

404, Shrilok Complex, 4th Floor, H. B. Road, Ranchi, Jharkhand- 834001

📍 **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

RESOLVED FURTHER THAT the Equity Shares so allotted under the Issue (including any reservation or green shoe option) shall be subject to the memorandum of association and the articles of association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any allotment of Equity Shares pursuant to the Issue, the Board, or any committee thereof, in consultation with the BRLM, be and is hereby authorised to determine the terms of the Issue including the class of investors to whom the Equity Shares are to be allotted, the number of Equity Shares to be allotted in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), Reservations, listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Issue including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal counsel, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Issue, allotment of the Equity Shares and utilization of the Issue proceeds, if applicable and such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, Mr. Gautam Jain, Managing Director of the Company, Mr. Vikram Jain, Whole-Time Director of the Company, Mr. Gaurav Kumar Vohra, Company Secretary and Mr. Abhishek Agarwal, Chief Financial Officer of the Company, be and are hereby severally authorised to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT any directors of the company or the Company Secretary are severally authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of the powers to any of the directors/ employees of the Company herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any offer, allotment of Equity Shares pursuant to the Issue, including, without limitation, to the following:

📞 9135001217

✉️ gaurav.cs@teamvedika.com

🌐 www.teamvedika.com

📍 **Head Office Address:**

404, Shrilok Complex, 4th Floor, H. B. Road, Ranchi, Jharkhand- 834001

📍 **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

- (i) constituting a committee for the purposes of issue, offer and allotment of Equity Shares, credit of Equity Shares to the demat accounts of the successful allottees and other matters in connection with or incidental to the Issue, including, without limitation for, determining the anchor investor portion and allocate such number of Equity Shares to anchor investors, the terms and conditions of the Issue relating to timing (including opening and closing dates of the Issue, etc.) and pricing (price band, issue price, including to anchor investors, etc.), and to accept any amendments, modifications, variations or alterations thereto;
- (ii) to constitute such other committees of the Board, as may be required under the Applicable Laws, including as provided in the SEBI Listing Regulations;
- (iii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue, offer or allotment of Equity Shares;
- (iv) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (v) appointing the BRLM in accordance with the provisions of the Applicable Laws;
- (vi) seeking, if required, any approval, consent or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with any offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Issue;
- (vii) deciding in consultation with the BRLM, the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Issue, the Issue Price, the price band (including issue price for anchor investors), the size and all other terms and conditions of the Issue including the number of Equity Shares to be offered in the Issue, the Bid / Issue Opening and Bid/Issue Closing Date (including bid opening and bid closing dates for anchor investors), Discount (if any), Reservation, in accordance with the Applicable Laws;
- (viii) approval of the draft red herring prospectus (the "**DRHP**"), the red herring prospectus (the "**RHP**") and the prospectus (the "**Prospectus**"), the abridged prospectus ("**Abridged Prospectus**"), Confirmation of Allocation Note, applications and the preliminary and final international wrap (including amending, varying or modifying the same or providing any notices, addenda, or corrigenda thereto, together with any summaries thereto, as may be considered desirable or expedient) in relation to the Issue as finalized in consultation with the BRLM, in accordance with the Applicable Laws;

9135001217

gaurav.cs@teamvedika.com

www.teamvedika.com

Head Office Address:

404, Shrilok Complex, 4th Floor, H. B. Road, Ranchi, Jharkhand- 834001

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

- (ix) withdrawing the DRHP or the RHP or not proceeding with the Issue at any stage, after consultation with the BRLM in accordance with the Applicable Laws;
- (x) seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
- (xi) appointing, instructing and entering into arrangements with the BRLM, co-managers, underwriters, syndicate members, brokers, escrow collection banks, refund banks, sponsor bank, registrar, legal counsel, printers, advertising agency(ies), experts, auditors and any other agencies, intermediaries or persons (including any successors or replacements thereof) whose appointment is required in relation to the Issue and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters with the BRLM;
- (xii) finalization of, approving, adopting and arrangement for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto for the offer of Equity Shares including incorporating such alterations/ corrections/ modifications as may be required by SEBI, Registrar of Companies, West Bengal at Kolkata, or any other relevant governmental and statutory authorities or in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines;
- (xiii) authorization of the maintenance of a register of holders of the Equity Shares;
- (xiv) finalization of the basis of allotment of the Equity Shares;
- (xv) to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, in accordance with Applicable Laws and on permitting existing shareholders to sell any Equity Shares of the Company held by them;
- (xvi) to issue advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and the other Applicable Laws;
- (xvii) to open and operate separate escrow accounts and or any other account, with scheduled banks to receive applications along with application monies in relation to the Issue in terms of Section 40(3) of the Companies Act and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xviii) to determine the price at which the Equity Shares are offered, allocated and/or allotted to investors in the Issue in accordance with applicable regulations in consultation with the BRLM and/or any other advisors, if any;

📞 9135001217

✉️ gaurav.cs@teamvedika.com

🌐 www.teamvedika.com

📍 **Head Office Address:**

404, Shrilok Complex, 4th Floor, H. B. Road, Ranchi, Jharkhand- 834001

📍 **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

- (xix) to negotiate, finalise, sign, execute and deliver or arrange the delivery of the issue agreement, syndicate agreement, cash escrow agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Issue and the advertising agency and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addenda thereto, including, with respect to the payment of commissions, brokerages and fees with the registrar to the Issue, legal counsel(s), auditors, stock exchanges, BRLM and other agencies/intermediaries in connection with the Issue with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;
- (xx) to open, maintain, operate and close a bank account of the Company in terms of the share escrow agreement and cash escrow agreement for the handling of refunds for the Issue and to authorize one or more officers/ employees of the Company to execute all documents/deeds as may be necessary in this regard;
- (xxi) to make any applications to, seek clarifications/exemptions and obtain approvals from, if necessary, Foreign Investment Facilitation Portal, RBI, SEBI, Corporate Debt Restructuring Cell or to any other statutory and governmental authorities in connection with the Issue, as may be required, (including for the purpose of offer of shares by the Company to non-resident investors, including NRIs and FIIs) and wherever necessary, incorporate such modifications, amendments, alterations, corrections as may be required in the DRHP, the RHP and the Prospectus;
- (xxii) to seek, if required, the consent of the lenders to the Company and/or the lenders to the subsidiaries (if any) of the Company, industry data providers, joint venture partners, parties with whom the Company has entered into various commercial and other agreements including, without limitation customers, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Issue in accordance with the Applicable Laws;
- (xxiii) to settle all questions, difficulties or doubts that may arise from time to time in relation to such issues or allotment, as it may in its absolute discretion deem fit;
- (xxiv) to do all acts and deeds, and negotiate, finalise, settle, execute and deliver or arrange the delivery of all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing for the purpose of or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by committee shall be conclusive evidence of the authority of the committee in so doing;
- (xxv) to authorize and approve the incurring of expenditure, including the payment of fees, commissions and remuneration and expenses in connection with the Issue;

- (xxvi) to submit undertaking/certificates or provide clarifications to SEBI and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed;
- (xxvii) to make applications to the Stock Exchanges for in-principle approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with SEBI, as may be required for the purpose;
- (xxviii) to issue receipts, allotment letters, confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the afore stated documents;
- (xxix) to authorize and empower officers of the Company (each, an “**Authorized Officer**”), for and on behalf of the Company, to execute and deliver, on a several basis, any declarations, affidavits, certificates, consents, agreements and arrangements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers consider necessary, appropriate or advisable, in connection with the Issue, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar’s agreement, the depositories agreements, the issue agreement with the BRLM (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement and confirmation of allocation notes, with the BRLM, syndicate members, bankers to the Issue, registrar to the Issue, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel(s), depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Issue, if any and to do or cause to be done any and all such acts or things that the Authorized Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Issue and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;
- (xxx) acceptance and appropriation of the proceeds of the Issue in accordance with the Applicable Laws; and
- (xxxi) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Issue.

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, and Mr. Abhishek Agarwal, Chief Financial Officer**, be and are hereby jointly and/or severally authorised, on behalf of the Company, to file the requisite forms, documents, returns and submissions with the Registrar of Companies, Stock Exchange, Reserve Bank of India and any other statutory or regulatory authority, as may be required, within the prescribed timelines; and to issue certified copies of this resolution, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard, including signing and executing all relevant Transaction documents and such other letters, applications, agreements, deeds, undertakings, indemnities and documents.”

8. TO DISCUSS AND APPROVE INCREASE IN LIMIT FOR TOTAL HOLDINGS BY REGISTERED FOREIGN PORTFOLIO INVESTORS IN THE COMPANY

There is a requirement to increase in the limit for total holdings by Registered Foreign Portfolio Investors (RFPs) in the Company.

Hence board is requested to discuss the rationale behind the proposed increase, considering factors such as market conditions, investor interest, and the potential impact on the Company's growth and valuation, consider, approve and recommend the same for the approval of the shareholder by passing the resolution, with or without modification, if any as **Resolution No. 5.**

“RESOLVED THAT subject to the approval of shareholders of the Company and pursuant to the provisions of the Foreign Exchange Management Act, 1999, as amended by the Companies Act, 2013, as amended, the Consolidated Foreign Direct Investment Policy of 2020, as amended (“FDI Policy”), FEMA (Non-debt Instruments) Rules, 2019, as amended and Master Directions on Foreign Investment in India dated January 4, 2018, as amended and read with the various policy pronouncements after the date of such policy and all other applicable laws, rules, regulations, guidelines circulars and notifications (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the approvals, consents, sanctions and permissions of and/ or filings with the Government of India, the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, and with the provisions of the Memorandum of Association and Articles of Association of the Company and consent and approval of the Board be and is hereby accorded, for increasing the total holding of all Registered Foreign Portfolio Investors (“RFPI”) put together to 100% from 24% of the paid-up Capital.

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, and Mr. Abhishek Agarwal, Chief Financial Officer**, be and are hereby jointly and/or severally authorised, on behalf of the Company, to file the requisite forms, documents, returns and submissions with the Registrar of Companies, Stock Exchange, Reserve Bank of India and any other statutory or regulatory authority, as may be required, within the prescribed timelines; and to issue certified copies of this resolution, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard, including signing and executing all relevant Transaction documents and such other letters, applications, agreements, deeds, undertakings, indemnities and documents.”

9. TO DISCUSS APPROVE AND INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA

In terms of Foreign Exchange Management Act, 1999, as amended (“FEMA”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the “FEMA Rules”), and the Consolidated Foreign Direct Investment Policy Circular of 2020, as amended, (together with the FEMA and FEMA Rules, the “FEMA Laws”), Master Directions – Foreign Investment issued by the Reserve Bank of India (as amended from time to time), the Non-resident Indians (“NRIs”) and Overseas Citizens of India (“OCIs”), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of an Indian company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24% by passing a special resolution to that effect by the shareholders and followed by necessary filings with the Reserve Bank of India. Considering the proposal of intending to get the equity shares of the Company listed, the Board may consider, subject to the approval of the shareholders by way of a special resolution, to increase the foreign investment limit of NRIs and OCIs, together, to 24% of the paid up equity share capital of the Company on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time.

Hence board is requested to discuss, consider, approve and recommend the same for the approval of the shareholder by passing the resolution, with or without modification, if any as **Resolution No. 6.**

“RESOLVED THAT subject to the approval of the shareholders of the Company and pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Master Direction No. 11/2017-18 issued by the RBI, as amended up to date, the Consolidated Foreign Direct Investment Policy Circular of 2020, as amended and the Companies Act, 2013, as amended, and the rules and regulations notified thereunder (collectively referred to as the “Companies Act”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“RBI”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (“Board”), the limit of investment by NRIs and OCIs in the equity shares bearing face value of ₹ 10 each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended is increased from 10% to 24% of the paid-up equity share capital of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, **Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole-Time Director, Mr. Gaurav Kumar Vohra, Company Secretary, and Mr. Abhishek Agarwal, Chief Financial Officer**, be and are hereby jointly and/or severally authorised, on behalf of the Company, to file the requisite forms, documents, returns and submissions with the Registrar of Companies, Stock Exchange, Reserve Bank of India and any other statutory or regulatory authority, as may be required, within the prescribed timelines; and to issue certified copies of this resolution, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard, including signing and executing all relevant Transaction documents and such other letters, applications, agreements, deeds, undertakings, indemnities and documents.”

📞 9135001217

✉️ gaurav.cs@teamvedika.com

🌐 www.teamvedika.com

📍 **Head Office Address:**

404, Shrilok Complex, 4th Floor, H. B. Road, Ranchi, Jharkhand- 834001

📍 **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

10. TO DISCUSS AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Company is proposed to increase Authorized Capital of the Company from existing Rs. **40,00,00,000/- (Rupees Forty Crores Only)** divided into **3,90,00,000** (Three Crores Ninety Lakhs) equity shares of Rs. 10/- (Rupees Ten) and **10,00,000** (Ten Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. **55,00,00,000/- (Rupees Fifty-Five Crores)** divided into 5,40,00,000 (Five Crores Forty Lakhs) equity shares of Rs. 10/- (Rupees 10) each and 10,00,000 (Ten Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each.

Hence board is requested to discuss, consider, approve and recommend the same for the approval of the shareholder by passing the resolution, with or without modification, if any as **Resolution No. 7.**

“**RESOLVED THAT** pursuant to the provisions of Section 61 (1) (a) read with section 64 of Companies Act, 2023 and all the other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Board of Directors of the Company be and is hereby accorded subject to approval of members of the Company at the General Meeting of members through an ordinary resolution to increase the Authorised Share Capital of the Company from existing Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 3,90,00,000 (Three Crores Ninety Lakhs) equity shares of Rs. 10/- (Rupees Ten) and 10,00,000 (Ten Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. 55,00,00,000/- (Rupees Fifty-Five Crores) divided into 5,40,00,000 (Five Crores Forty Lakhs) equity shares of Rs. 10/- (Rupees 10) each and 10,00,000 (Ten Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and subject to the approval of members in General Meeting, consent of the Board of Directors be and is hereby accorded to alter the existing Clause V of the Memorandum of Association of the Company by deleting the same and substituting in its place and stead the following as Clause V:

V. The Authorised Share Capital of the Company is Rs. **55,00,00,000/- (Rupees Fifty-Five Crores)** divided into **5,40,00,000 (Five Crores Forty Lakhs)** equity shares of Rs. 10/- (Rupees 10) each and **10,00,000 (Ten Lakhs)** Preference Shares of Rs. 10/- (Rupees Ten) each with power to increase or reduce and alter the capital in accordance with the provisions of the Companies Act, 2013.

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, and Mr. Abhishek Agarwal, Chief Financial Officer,** be and are hereby jointly and/or severally authorised, on behalf of the Company, to file the requisite forms, documents, returns and submissions with the Registrar of Companies, Stock Exchange, Reserve Bank of India and any other statutory or regulatory authority, as may be required, within the prescribed timelines; and to issue certified copies of this resolution, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard, including signing and executing all relevant Transaction documents and such other letters, applications, agreements, deeds, undertakings, indemnities and documents.”

9135001217

gaurav.cs@teamvedika.com

www.teamvedika.com

Head Office Address:

404, Shrilok Complex, 4th Floor, H. B. Road, Ranchi, Jharkhand- 834001

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

11. TO DISCUSS AND APPROVE ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Pursuant to the increase in Authorized Capital of the Company from existing Rs. **40,00,00,000/- (Rupees Forty Crores Only)** divided into **3,90,00,000** (Three Crores Ninety Lakhs) equity shares of Rs. 10/- (Rupees Ten) and **10,00,000** (Ten Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. **55,00,00,000/- (Rupees Fifty-Five Crores)** divided into 5,40,00,000 (Five Crores Forty Lakhs) equity shares of Rs. 10/- (Rupees 10) each and 10,00,000 (Ten Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each, there is a requirement to change in the capital clause of memorandum of association of the company subject to the approval of the shareholder.

Hence board is requested to discuss, consider, approve and recommend the same for the approval of the shareholder by passing the resolution, with or without modification, if any as **Resolution No. 8.**

RESOLVED THAT pursuant to Section 13 read with 61 and all other applicable provisions of the Companies Act, 2013 and all other applicable provisions, if any, and subject to the approvals, consents, permission and sanctioned as may be necessary from the appropriate authorities or bodies the existing Clause V of the Memorandum of Association of the Company be and are hereby substituted as follows:

V. The Authorised Share Capital of the Company is Rs. **Rs. 55,00,00,000/- (Rupees Fifty-Five Crores)** divided into **5,40,00,000 (Five Crores Forty Lakhs)** equity shares of Rs. 10/- (Rupees 10) each and **10,00,000 (Ten Lakhs)** Preference Shares of Rs. 10/- (Rupees Ten) each with power to increase or reduce and alter the capital in accordance with the provisions of the Companies Act, 2013.

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, and Mr. Abhishek Agarwal, Chief Financial Officer**, be and are hereby jointly and/or severally authorised, on behalf of the Company, to file the requisite forms, documents, returns and submissions with the Registrar of Companies, Stock Exchange, Reserve Bank of India and any other statutory or regulatory authority, as may be required, within the prescribed timelines; and to issue certified copies of this resolution, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard, including signing and executing all relevant Transaction documents and such other letters, applications, agreements, deeds, undertakings, indemnities and documents.”

12. 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) and Section 180 (1)(c), proposes to offer, issue, reissue under existing ISIN 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) including green shoe option, by way of a Public Issue (the "issue") or such other number of debentures and amount as may be agreed ("Debentures"), in dematerialized form.

Hence board is requested to discuss, consider and approve the same required board is requested to discuss and approve the same by passing the resolution, with or without modification, if any as **Resolution No. 9**

"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 and approval of the shareholders of the Company under Section 180 (1)(a) and Section 180 (1)(c) 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, reissue under existing ISIN and allotment 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) including green shoe option by way of a Public Issue (the "issue") or such other number of debentures and amount as may be agreed ("Debentures"), in dematerialized form.

9135001217

gaurav.cs@teamvedika.com

www.teamvedika.com

Head Office Address:

404, Shrilok Complex, 4th Floor, H. B. Road, Ranchi, Jharkhand- 834001

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

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

- Catalyst Trusteeship Limited and/or IDBI trusteeship services limited and/or Mitcon trusteeship services limited and/or other trustee identified and appointed as per requirement 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.
- Niche Technologies Private Limited and/or other Registrar and Share Transfer Agent identified and appointed as per requirement for smooth functioning of the listing, reissuance, ISIN creation, allotment, redemption and other formalities to act as Registrar and Share Transfer Agent
- Infomerics Valuation and Rating Private Limited and/or Acuite Ratings & Research Limited and/or other rating agency for support related to rating and other formalities management identified as rating agency
- Verist Law and/or Juris Corp and/or other Legal Agencies to complete legal formalities as a legal firm
- S K Bhageria & Associates, for formalities related to certification, reporting and otherwise as and when specifically required from statutory auditor
- National Securities Depositories Limited and/or Central Depositories Services Limited as the depository/ies for the issue of Debentures.
- Bombay Stock Exchange and/or National Stock Exchange and/or any other recognized stock exchange as per the convicence of the investor and management for listing formalities.
- Other professionals to complete related formalities as and when required

RESOLVED FURTHER THAT the consent of the board be and is hereby accorded for the 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 documents

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 Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole-Time Director, Mr. Gaurav Kumar Vohra, Company Secretary, and Mr. Abhishek Agarwal, Chief Financial Officer of the company be and hereby severally 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 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, and Mr. Abhishek Agarwal, Chief Financial Officer**, be and are hereby jointly and/or severally authorised, on behalf of the Company, to file the requisite forms, documents, returns and submissions with the Registrar of Companies, Stock Exchange, Reserve Bank of India and any other statutory or regulatory authority, as may be required, within the prescribed timelines; and to issue certified copies of this resolution, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard, including signing and executing all relevant Transaction documents and such other letters, applications, agreements, deeds, undertakings, indemnities and documents.”

13. TO DISCUSS AND APPROVE APPOINTMENT OF M/S BIGSHARE SERVICES PRIVATE LIMITED AS REGISTRAR AND SHARE TRANSFER AGENTS

The Company's existing arrangement with the current Registrar and Share Transfer Agent (RTA) i.e. **Niche Technologies Private Limited, Kolkata** is due for change to ensure improved efficiency, better service standards, and streamlined handling of both physical and dematerialized share-related activities. After evaluating available RTAs and their service capabilities, the management has proposed the appointment of **M/s Bigshare Services Private Limited, Mumbai** as the new Registrar and Share Transfer Agent of the Company.

Bigshare Services Private Limited is SEBI-registered and has the necessary infrastructure and experience to provide RTA services for listed entities, including share registry management, dematerialization, rematerialization, corporate action handling, and investor servicing.

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

“RESOLVED THAT the Company appointed **M/s Bigshare Services Private Limited, Mumbai** as Registrar and Share Transfer Agents for physical and the Dematerialized shares with effect from **28th day of November 2025** or compliance of all necessary formalities (whichever is earlier) **and** upon such terms and Conditions as mutually agreed by both the parties

RESOLVED FURTHER THAT the Company has appointed **M/s Bigshare Services Private Limited,** as Registrar and Transfer Agent and take necessary NOC from the existing Registrar and Transfer Agents i.e. **Niche Technologies Private Limited,** for smooth functioning

RESOLVED FURTHER THAT until the completion of all statutory formalities and the final effectiveness of the appointment of **M/s Bigshare Services Private Limited,** the existing Registrar and Transfer Agent, **Niche Technologies Private Limited,** shall continue to act as the Company's RTA.

RESOLVED FURTHER THAT the Company will execute new tripartite agreements to which Company, **M/s Bigshare Services Private Limited,** and CDSL/NSDL (so as required), are the parties.

RESOLVED FURTHER THAT **Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole-Time Director, Mr. Gaurav Kumar Vohra, Company Secretary, and Mr. Abhishek Agarwal, Chief Financial Officer** be and is hereby authorized to execute the above tripartite agreement on behalf of the Company and to do all such acts and deeds as may be required and to sign all such papers and documents as may be necessary to implement the same.”

14. TO DISCUSS & APPROVE NOTICE FOR CALLING EXTRA ORDINARY GENERAL MEETING

In order to facilitate necessary approval of the shareholder pertaining to

1. TO DISCUSS AND APPROVE APPOINTMENT OF MRS PRIYA PODDAR AS INDEPENDENT DIRECTOR
2. TO DISCUSS AND APPROVE INVESTMENTS, GIVE LOAN AND GURANTEES UNDER SECTION 186 OF THE COMPANIES ACT
3. TO DISCUSS AND APPROVE RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING OF EQUITY SHARES
4. TO DISCUSS AND APPROVE INCREASE IN LIMIT FOR TOTAL HOLDINGS BY REGISTERED FOREIGN PORTFOLIO INVESTORS IN THE COMPANY
5. TO DISCUSS APPROVE AND INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA
6. TO DISCUSS AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY
7. TO DISCUSS AND APPROVE ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

there is a requirement to hold an Extra ordinary General Meeting of the shareholder.

Accordingly in the light of necessary consents board discussed and approved the notice of EGM by passing the resolution, with or without modification, if any as **Resolution No. 11**

“RESOLVED THAT approval of the board be and is hereby accorded to hold extra ordinary general meeting of the company on **Monday, 22nd Day of December, 2025 at 10:30 A.M.** at the office of the Company situated at XV Kokar Industrial Area, Opposite Sadhu Madan, Kokar-834001, Ranchi, Jharkhand to discuss following business more fully described in the agenda of the meeting

FURTHER RESOLVED THAT Mr. Vikram Jain, Director, Mr. Gautam Jain, Managing Director of the company and Gaurav Kumar Vohra, Company Secretary of the company be and are hereby authorized jointly and/or severally to sign, issue notice of the EGM and to file requisite forms with the Registrar of Companies and to do all other deeds, things and acts that are necessary to give effect to the above said resolution.”

15. 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).