

**Date:** 30/04/2026

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 06<sup>th</sup> Day of May, 2026 inter alia to consider and approve agenda items as mentioned in the agenda of the meeting

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*

*Company Secretary*

**Gaurav Kumar Vohra**

**Company Secretary & Compliance Officer**

**AGENDA PAPER FOR THE ONE HUNDRED AND ELEVENTH BOARD MEETING OF “VEDIKA CREDIT CAPITAL LTD” TO BE HELD ON WEDNESDAY, 06<sup>TH</sup> DAY OF MAY, 2026 AT 11:00 AM AT THE OFFICE OF THE COMPANY SITUATED AT XV KOKAR INDUSTRIAL AREA, OPPOSITE SADHU MADAN, KOKAR-834001, RANCHI, JHARKHAND**

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

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

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

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

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

Board be and is hereby requested to take note upon the minutes last meeting of the board and committee held on 06<sup>th</sup> Day of February, 2026

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

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

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

Hence board is requested to discuss upon it & approve the required adoption by passing the following resolution as **Resolution No.1** with or without resolution, if any.

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

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

## 5. TO CONSIDER AND ADOPT APPLICABLE RBI GUIDELINES INCLUDING UPDATION THEREON

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

Hence board is requested to discuss upon it & approve the required adoption by passing the following resolution as **Resolution No. 2** with or without resolution, if any.

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

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

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

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



**6. TO DISCUSS AND REVIEW USERS OF DAKSH PORTAL**

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

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

Further if any changes required board is requested to discuss and approve the same by passing the resolution, with or without modification, if any as **Resolution No. 3**

**“RESOLVED THAT** pursuant to the circular (CO.DOS.RSD. No. S438/31-01-105/2023-2024)- dated April 24, 2023 on Implementation and Usage of DAKSH by Supervised Entities (SEs), especially Para No. 2J, number of users have been reviewed and taken on record i.e. **06** for the quarter ending March 2026

**RESOLVED FURTHER THAT** Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary & Compliance Officer & Mr. Abhishek Agarwal, Chief Financial Officer of the company be and are hereby jointly and/or severally authorized to do necessary changes, updation and reporting at daksh portal, to complete the formalities for the proposed changes, to send all such information, document, and papers as may be necessary, expedient and desirable for the same and to do such act, things and deed necessary to give effect to the above said resolution.”

## 7. TO DISCUSS AND TAKE NOTE OF DISCLOSURES RECEIVED FROM DIRECTORS UNDER THE COMPANIES ACT, 2013

The Board is informed that the Company has received necessary disclosures and declarations from all the Directors for the Financial Year 2026–27 in compliance with the provisions of the Companies Act, 2013 and rules made thereunder.

The Company has received disclosure of interest in **Form MBP-1** pursuant to Section 184(1), declaration in **Form DIR-8** pursuant to Section 164(2), and declaration of independence from Independent Directors pursuant to Section 149(7) of the Companies Act, 2013 including other applicable declarations and confirmations from the Directors as required under the Companies Act, 2013 and applicable rules, from time to time.

The copies of the aforesaid disclosures and declarations are placed before the Board for its review.

The Board is requested to take note of the same and pass necessary resolution as **Resolution No. 4**, with or without modifications, if any for taking the same on record and authorising officials for making necessary entries in statutory registers, filing of forms, if any, with the Registrar of Companies and to complete all related formalities.

**“RESOLVED THAT** pursuant to the provisions of Section 184(1), Section 164(2) and Section 149(7) of the Companies Act, 2013 read with relevant rules made thereunder and other applicable provisions, if any, the disclosures and declarations received from the Directors of the Company for the Financial Year 2026–27, including Form MBP-1 (Disclosure of Interest), Form DIR-8 (Declaration of Disqualification), Declaration of Independence (where applicable) and other applicable declarations and confirmations as required under the Companies Act, 2013 and rules made thereunder be and are hereby noted and taken on record.

**RESOLVED FURTHER THAT** Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Abhishek Agarwal, Chief Financial Officer & Mr. Gaurav Kumar Vohra, Company Secretary & Compliance Officer of the company be and are hereby jointly and/or severally authorized to file necessary forms, required if any with the registrar of company, to make necessary entries in the register so as required and applicable and to complete the formalities for the as may be necessary, expedient and desirable for the same and to do such act, things and deed necessary to give effect to the above said resolution.”

**8. TO TAKE NOTE OF DECLARATIONS RECEIVED FROM DIRECTORS UNDER RBI GUIDELINES (FIT AND PROPER CRITERIA)**

The Board is informed that the Company has received necessary declarations and undertakings from all the Directors for the Financial Year 2026–27 in accordance with applicable RBI Guidelines, including Fit and Proper Criteria and Corporate Governance directions issued by the Reserve Bank of India.

The Company has received Fit and Proper Declarations and Undertakings, Deed of Covenant, and other applicable declarations and confirmations as required under RBI directions, from time to time.

The copies of the aforesaid declarations and undertakings are placed before the Board for its review.

The Board is requested to take note of the same and pass necessary resolution as **Resolution No. 5**, with or without modifications, if any for taking the same on record and authorising officials to maintain records and complete all necessary formalities as may be required.

**“RESOLVED THAT** pursuant to applicable RBI Guidelines, including Master Directions on Corporate Governance and Fit and Proper Criteria and other applicable regulations, directions, circulars and notifications issued by the Reserve Bank of India, the declarations and undertakings received from the Directors of the Company for the Financial Year 2026–27, including Fit and Proper Declarations and Undertakings, Deed of Covenant, Other applicable declarations and confirmations as required under RBI Guidelines be and are hereby noted and taken on record.

**RESOLVED FURTHER THAT** Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Abhishek Agarwal, Chief Financial Officer & Mr. Gaurav Kumar Vohra, Company Secretary & Compliance Officer of the company be and are hereby jointly and/or severally authorized to file necessary forms, required if any with the registrar of company, to make necessary entries in the register so as required and applicable and to complete the formalities for the as may be necessary, expedient and desirable for the same and to do such act, things and deed necessary to give effect to the above said resolution.”

**9. TO CONSIDER AND APPROVE GEOGRAPHICAL EXPOSURE LIMIT**

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

- Assam: 8%
- Bihar: 25%
- Jharkhand: 12%
- Odisha: 8%
- Tripura: 8%
- Uttar Pradesh: 9%
- West Bengal: 30%

Note: Deviation of 25% on existing limit is allowed

Accordingly, board is requested to approve the same as **Resolution No. 6** by passing following resolution with or without modification, if any:

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

- Assam: 8%
- Bihar: 25%
- Jharkhand: 12%
- Odisha: 8%
- Tripura: 8%
- Uttar Pradesh: 9%
- West Bengal: 30%

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

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

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

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

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

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

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

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

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

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

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

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

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



**11. TO APPROVE TERMS OF REFERENCE OF FINANCE COMMITTEE**

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

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

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

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

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



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

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

**RESOLVED FURTHER THAT** Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Abhishek Agarwal, Chief Financial Officer & Mr. Gaurav Kumar Vohra, Company Secretary & Compliance Officer of the company or any other person authorized by Finance Committee be and are hereby jointly and/or severally authorized on behalf of the Company to sign and execute all necessary documents, applications and returns including but not limited to loan documents, to file of necessary forms, e-forms with the Registrar of Companies, stock exchange, Reserve Bank of India and other statutory authority, to publish any necessary notices in the newspaper or any other communication, to undertake any necessary updates in the company's policy, registers, records as and when required and to do all acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to above said resolution."

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

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

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

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

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

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

In order to ensure smooth and efficient day-to-day operations of the Company, particularly in relation to regulatory filings, legal matters, statutory compliances and execution of documents, it is proposed to delegate general powers to specified Directors, Chief Financial Officer and Company Secretary of the Company.

Such delegation is necessary to enable timely filing of e-forms, execution of agreements and documents, handling of legal proceedings, appearances before judicial and regulatory authorities, obtaining registrations, memberships and licenses, and dealing with various statutory authorities including Registrar of Companies, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India, stock exchanges, depositories, taxation authorities and other regulatory bodies.

Further, considering the ongoing and proposed activities of the Company, including regulatory and compliance requirements, it is expedient to authorize the said officials to act jointly and/or severally on behalf of the Company and to further delegate such powers, wherever required, for effective implementation.

The Board is requested to consider, discuss and approve the same with following resolution along with modification thereon if any as **Resolution No. 10**

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

1. To file eforms (notified and to be notified), as may be required to be filed under the Companies Act, 2013 and rules framed thereunder and any other relevant law, including any amendments thereto for the time being in force, with the Registrar of Companies, Regional Director(s), Ministry of Corporate Affairs, Central Government, Reserve Bank of India, Self-Regulatory Authority including state Self-Regulatory Authority, Security and exchange board of India, Stock Exchange, Depository or depository participants, Registrar, Merchant Banker, Valuers, Taxation Authority including GST and/or any other statutory authority, as may be necessary and to make necessary entries in statutory registers, minutes and records or for taking necessary action so as required and urgent with regard to any secretarial matters
2. To sign, execute and arrange to file, for and on behalf of the company, necessary forms, returns, receipts and documents viz. agreements, affidavits, undertakings, declarations/disclosures including application for condonation of delay or to seek extension and with the Registrar of Companies, Regional Director(s), Ministry of Corporate Affairs, Central Government, Reserve Bank of India, Self-Regulatory Authority including state Self-Regulatory Authority, Security and exchange board of India, Stock Exchange, Depository or depository participants, Registrar, Merchant Banker, Valuers, Taxation Authority including GST and/or any other statutory authority, as and when required

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

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

**14. TO DISCUSS AND APPROVE APPOINTMENT OF MRS. SUNAINA GARODIA AS THE INDEPENDENT WOMEN DIRECTOR OF THE COMPANY**

The Board is informed that, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee in their meeting held on **06<sup>th</sup> May, 2026**, it is proposed to appoint Mrs. Sunaina Garodia (DIN: 06971248) as an Independent Woman Director on the Board of the Company.

Mrs. Sunaina Garodia possesses relevant expertise and experience, and has consented to act as a Director of the Company. The Company has received her consent in Form DIR-2, declaration in Form DIR-8 confirming that she is not disqualified under Section 164 of the Companies Act, 2013, and disclosure of interest in Form MBP-1 pursuant to Section 184 of the Act.

Further, the Company has also received a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is also noted that she is registered in the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs as required under applicable rules.

Further, the Company has also received Fit and Proper Declarations and Undertakings, Deed of Covenant and other applicable declarations and confirmations from **Mrs. Sunaina Garodia (DIN: 06971248)** as required under applicable RBI Guidelines and directions.

In terms of the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 read with Schedule IV and applicable rules made thereunder, and subject to the approval of shareholders, Mrs. Sunaina Garodia is proposed to be appointed as an Additional Director (Independent) to hold office for a term of five consecutive years commencing from **06<sup>th</sup> May, 2025** and shall not be liable to retire by rotation.

A draft of the terms and conditions of appointment of Independent Director has been placed before the Board for its consideration.

The Board is requested to consider and approve the appointment of Mrs. Sunaina Garodia as an Additional Director (Independent Woman Director) and recommend her appointment as an Independent Director to the shareholders of the Company and pass the necessary resolution in this regard as **Resolution No. 11** with or without modifications, if any

**RESOLVED THAT**, the board of directors (“**Board**” or “**Board of Directors**”) of Vedika Credit Capital Limited (the “**Company**”) and subject to approval of the shareholders of the Company in a general meeting and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and Section 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (“**Companies Act**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any amendments thereto or re-enactment thereof for the time being in force), all applicable regulations, directions, guidelines, circulars and notifications issued by the **Reserve Bank of India (“RBI”)**, and other applicable



rules, regulations, guidelines, notifications, clarifications and circulars prescribed by the Government of India (hereinafter collectively referred to as the “**Applicable Laws**”), **Sunaina Garodia (DIN: 06971248)**, who possesses relevant expertise and experience and is not disqualified under Section 164(2) of the Companies Act and who has signified her consent to act as an independent director of the Company, and who has submitted a declaration that she meets the criteria for appointment as an independent director under the Companies Act and the SEBI Listing Regulations, and is eligible for appointment be and is hereby appointed as an additional director and is recommended for appointment as an independent director on the Board , who shall hold office for a term of five consecutive years commencing on **06th May, 2025**, and not be liable to retire by rotation.

**RESOLVED THAT** the Board takes on record that **Mrs. Sunaina Garodia (DIN: 06971248)**, Independent Director of the Company, is registered under the Independent Directors Databank pursuant to Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019.

**RESOLVED FURTHER THAT** the Board does note the consent letter in the Form DIR-2 received from **Mrs. Sunaina Garodia (DIN: 06971248)** providing her consent to act as an independent director of the Company.

**RESOLVED FURTHER THAT**, the Board does note the declaration in writing from **Mrs. Sunaina Garodia (DIN: 06971248)** in Form No. DIR-8 confirming that she is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

**RESOLVED FURTHER THAT** the Board does note the disclosure of interest under Section 184 in the Form MBP-1 from **Mrs. Sunaina Garodia (DIN: 06971248)** and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

**RESOLVED FURTHER THAT** the Board does note that the Company has received **Fit and Proper Declarations and Undertakings, Deed of Covenant and other applicable declarations and confirmations** from Mrs. Sunaina Garodia (DIN: 06971248) as required under applicable RBI Guidelines and directions, and the same be and are hereby taken on record.

**RESOLVED FURTHER THAT** in relation to the terms of appointment of independent directors pursuant to the provisions of the Companies Act, a draft of such terms of appointment circulated to the Board, be and are hereby approved and recorded.

**RESOLVED FURTHER THAT**, the Board also notes the recommendation from its Audit Committee & Nomination and Remuneration Committee in its meeting held on **06th May, 2025** for appointment of **Mrs. Sunaina Garodia (DIN: 06971248)** as an independent director.”

**RESOLVED FURTHER THAT** subject to the approval of the shareholders of the Company, the code for independent directors as stated in Schedule IV of Companies Act be and is hereby placed before the members of the Board for information and for further compliance thereof by **Mrs. Sunaina Garodia (DIN: 06971248)** as Independent Director.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Mr. Gautam Jain, Managing Director and Mr. Vikram Jain, Whole-time Director, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, West Bengal at Kolkata, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

**RESOLVED FURTHER THAT** duly certified copies of the above resolutions under the hands of any Director and/or Company Secretary be furnished to any government, statutory or regulatory authority as may be required from time to time.”

## 15. TO DISCUSS AND APPROVE ADOPTION OF CORPORATE OFFICE

The Board is informed that the Company, in line with its growth, operational expansion and increasing administrative requirements, proposes to designate a Corporate Office for centralized management and efficient coordination of its business activities.

Currently, various administrative and operational functions are being carried out from different locations. In order to streamline operations, improve coordination among departments, and strengthen corporate governance practices, it is proposed to adopt a dedicated Corporate Office.

Accordingly, the premises situated at:

### **404, Shrilok Complex, 4th Floor, H.B. Road, Ranchi – 834001, Jharkhand**

Which is an existing Head office of the company is proposed to be designated as the Corporate Office too of the Company with effect from 06th May, 2026.

The proposed Corporate Office will function as the principal administrative and operational centre of the Company and will be used for managing key corporate activities, decision-making processes, and coordination across various functions.

#### **Further, necessary actions will be required for:**

- Updating statutory records and registrations
- Printing updated address on letterheads, billheads and official documents
- Filing necessary intimations/forms with ROC, Stock Exchanges and other authorities (if applicable)
- Executing lease / ownership related documents
- Updating records with banks, tax authorities and other regulators

The Board is requested to consider and approve the adoption of the above premises as the Corporate Office of the Company and to authorize the officials as mentioned in the resolution to carry out necessary actions in this regard.

The draft resolution is placed before the Board for its consideration and approval as **Resolution No. 12** with or without modifications, if any.

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, rules, regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Board of Directors of the Company be and is hereby accorded to adopt and designate the premises situated **at 404, Shrilok Complex, 4<sup>th</sup> Floor, H.B. Road, Ranchi-834001, Jharkhand** as the Corporate Office of the Company with effect from **06<sup>th</sup> May, 2026**.

**RESOLVED FURTHER THAT** the Corporate Office shall function as the principal administrative and operational office of the Company for carrying on its business activities, coordination, management and other corporate functions.



**RESOLVED FURTHER THAT** Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole-time Director, Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary & Compliance Officer of the Company be and is hereby authorized to get the name of the company, the address of the Registered office and Corporate office along with corporate identity number and contact details printed in all its business letter, billheads and letterheads and other officials publications, as it may be necessary, to execute necessary lease agreement / leave and license agreement / ownership documents, as applicable, to file necessary forms, intimations or disclosures with the Registrar of Companies, West Bengal at Kolkata, Stock Exchange(s) or any other statutory authority, if required, and to update the address in statutory registers, letterheads, website, bank records, tax registrations, licenses and other regulatory records.

**RESOLVED FURTHER THAT** Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director) Directors of the company, be and is hereby severally authorized to take all actions and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**16. TO DISCUSS AND APPROVE APPOINTMENT OF COMPLIANCE OFFICER**

The Board is informed that in terms of the provisions of the Companies Act, 2013 and applicable rules made thereunder, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, it is required to designate a Compliance Officer of the Company for the purpose of ensuring compliance with applicable securities laws and for redressal of investor grievances.

Mr. Gaurav Kumar Vohra, Company Secretary (Membership No.: F10920), is already appointed as the Company Secretary of the Company on 30<sup>th</sup> July 2015 and has been designated as the Chief Compliance Officer in terms of applicable RBI Guidelines on 02<sup>nd</sup> May 2024.

In view of the above and considering his qualifications and experience, it is proposed to designate and appoint Mr. Gaurav Kumar Vohra as the Compliance Officer of the Company, who shall be responsible for monitoring compliance with applicable laws, handling investor grievances and performing such other duties as may be prescribed under the applicable regulations.

The Board is requested to consider and approve the designation and appointment of Mr. Gaurav Kumar Vohra as the Compliance Officer of the Company and to pass the necessary resolution in this regard as **Resolution No. 13** with or without modifications, if any

**“RESOLVED THAT** in compliance with the provisions of the Companies Act, 2013, as amended and the rules and regulations notified thereunder, Regulation 23 of the Securities and Exchange Board of India (**Issue of Capital and Disclosure Requirements**) Regulations, 2018, as amended, the Securities and Exchange Board of India (**Listing Obligations and Disclosure Requirements**) Regulations, 2015, as amended, (**“SEBI Listing Regulations”**), Regulation 9(3) of Securities and Exchange Board of India (**Prohibition of Insider Trading**) Regulations, 2015, the regulations, general or special orders, guidelines or circulars made or issued by SEBI or any other regulatory authority for monitoring compliance and redressal of investors’ grievances and the uniform listing agreements to be entered into between the Company and the stock exchanges, Mr. Gaurav Kumar Vohra, Company Secretary (Membership No.: F10920), be and is hereby appointed as the compliance officer of the Company for the purposes of the Issue to perform various acts, deeds and functions in accordance with applicable laws and shall be responsible for monitoring compliance with securities laws and redressal of investor grievances and any other ancillary activities in accordance with applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Mr. Gautam Jain, Managing Director and Mr. Vikram Jain, Whole-time Director, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, West Bengal at Kolkata, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers,

instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

**RESOLVED FURTHER THAT** duly certified copies of the above resolutions under the hands of any Director be furnished to any government, statutory or regulatory authority as may be required from time to time.”

**17. TO DISCUSS, IDENTIFY & RE-CLASSIFY PROMOTERS OF THE COMPANY**

The Board is informed that, for the purpose of ensuring clarity and alignment with applicable regulatory requirements, it is proposed to formally identify and/or re-classify the Promoters of the Company.

In this regard, it is proposed that the following individuals and entities be identified as the Promoters of the Company for all regulatory, statutory and other applicable purposes:

- Mr. Gautam Jain
- Mr. Vikram Jain
- Gautam Jain HUF
- Vikram Jain HUF
- Anita Jain
- Vinita Jain

The identification of Promoters is required for compliance under various applicable laws including the Companies Act, 2013, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

Further, the composition of the Promoter Group shall be determined based on the above identified Promoters in accordance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws.

The Board is requested to consider and approve the identification / re-classification of Promoters of the Company and to pass the necessary resolution in this regard as **Resolution No. 14** with or without modifications, if any

**“RESOLVED THAT** in supersession of any assertion or implication to the contrary, in or pursuant to any previous resolution passed by the Board of Directors of the Company (the **“Board”**), filings or registrations with any statutory/regulatory/supervisory authorities or agreements entered into with any third parties, or any other document, the Board takes on record that the following individuals and entities shall be identified as the **“Promoters”** of the Company henceforth, for all purposes, regulatory, statutory or otherwise under all applicable laws, including without limitation, the Companies Act, 2013, as amended, and the rules notified thereunder, as amended, (collectively referred to as the **“Companies Act”**), 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, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the Securities and Exchange Board of India (Prohibition on Insider Trading) Regulations, 2015, each as amended, all applicable regulations, directions, guidelines, circulars and notifications issued by the **Reserve Bank of India (“RBI”)**, and other applicable rules, regulations, guidelines, notifications, clarifications and circulars prescribed by the Government of India (hereinafter collectively referred to as the **“Applicable Laws”**);

Sr. No	Names of Promoters
1.	Mr. Gautam Jain
2.	Mr. Vikram Jain
3.	Gautam Jain HUF
4.	Vikram Jain HUF
5.	Anita Jain
6.	Vinita Jain

**RESOLVED FURTHER THAT** the persons and entities forming part of the ‘Promoter Group’ (as defined under the SEBI ICDR Regulations) of the Company for all purposes, regulatory, statutory, commercial or otherwise under all applicable laws, including without limitation, the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the Securities and Exchange Board of India (Prohibition on Insider Trading) Regulations, 2015, each as amended, shall be construed based on the ‘Promoters’ as identified above.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Mr. Gautam Jain, Managing Director and Mr. Vikram Jain, Whole-time Director, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, West Bengal at Kolkata, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

**RESOLVED FURTHER THAT** duly certified copies of the above resolutions under the hands of any Director be furnished to any government, statutory or regulatory authority as may be required from time to time.



**18. TO DISCUSS AND APPROVE ADOPTION OF THE NEW ARTICLES OF ASSOCIATION OF THE COMPANY FOR COMPLIANCE WITH THE LISTING REQUIREMENTS OF THE STOCK EXCHANGES & OTHERS**

The Chairman informed the Board that in view of the proposal of the Company to undertake an initial public offer of the equity shares of the Company (“Equity Shares”) comprising a fresh issuance of Equity Shares and by way of an Offer of Sale by the Company (the “Offer”), and list the Equity Shares on one or more of the recognised stock exchanges in India, the Articles of Association of the Company are required to conform to the requirements prescribed by relevant stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges. The Company therefore proposes to adopt a new set of Articles of Association that shall conform to the requirements and directions provided by the stock exchanges and contain such other articles as required by a listed public limited company under applicable laws (including the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended) including Regulation 15(1)(e) of SEBI (Debenture Trustees) Regulations, 1993 as amended.

The Articles of Association of the Company in proposed form was tabled before the Board.

The Board is requested to consider, discuss and approve the same with following resolution along with modification thereon if any as **Resolution No. 15**

**“RESOLVED THAT**, subject to the approval of the shareholders of the Company and pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, Regulation 15(1)(e) of SEBI (Debenture Trustees) Regulations, 1993, as amended and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the requirements of the stock exchange(s) where the securities of the Company are proposed to be listed and in accordance with the enabling provisions of the memorandum and Articles of Association and subject to the applicable provisions of any other applicable law, the consent and approval of the board of directors of the Company be and is hereby accorded for substitution of the existing set of Articles of Association of the Company with the new set of Articles of Association of the Company, as placed before the Board, and the same be approved and adopted as the new Articles of Association of the Company in total exclusion and substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT**, Mr. Gautam Jain, Managing Director and Mr. Vikram Jain, Whole-time Director, be and are hereby severally authorized to file necessary forms with the Registrar of Companies, West Bengal at Kolkata and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

**RESOLVED FURTHER THAT**, a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to concerned authorities for necessary actions.”

**19. TO DISCUSS & IDENTIFY SENIOR MANAGEMENT PERSONNEL (SMP) IN THE COMPANY**

The Chairman informed the Board that in view of the proposal of the Company to undertake an Initial Public Offer (“IPO”) of its equity shares and to list the same on one or more recognised stock exchanges in India, it is necessary to identify and designate the Senior Management Personnel (“SMP”) of the Company in accordance with the provisions of the Companies Act, 2013 and applicable regulations of the Securities and Exchange Board of India, including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Board was further informed that identification of SMP is required for ensuring compliance with corporate governance norms and for making appropriate disclosures in the Draft Red Herring Prospectus (“DRHP”) and other offer-related documents in connection with the proposed IPO.

Accordingly, based on the organizational structure and functional responsibilities, the following officials are proposed to be designated as Senior Management Personnel of the Company:

1. Mr. Pradeep Sharma – Operation Head
2. Mr. Sohan Singh – Human Resource Head
3. Mr. Kunal Pandey – Audit & Risk Head
4. Mr. Ravi Kumar Ram – Product Head

The Board is requested to consider, discuss and approve the same with following resolution along with modification thereon if any as **Resolution No. 16**

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules, regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in connection with the proposed Initial Public Offering (“IPO”) of the equity shares of the Company, the Board hereby identifies and designates the following officials of the Company as **Senior Management Personnel (“SMP”)** of the Company:

1. Mr. Pradeep Sharma- Operation Head
2. Mr. Sohan Singh- Human Resource Head
3. Mr. Kunal Pandey – Audit & Risk Head
4. Mr. Ravi Kumar Ram – Product Head

**RESOLVED FURTHER THAT** the above identified Senior Management Personnel shall be considered as part of the senior management of the Company for the purpose of applicable provisions of the Companies Act, 2013, SEBI regulations and other applicable laws.

**RESOLVED FURTHER THAT** Mr. Gautam Jain, Managing Director, Mr. Vikram Jain, Whole-time Director, Mr. Abhishek Agarwal, Chief Financial Officer and Mr. Gaurav Kumar Vohra, Company Secretary & Compliance Officer of the Company be and is hereby severally authorised to make necessary disclosures and filings with the stock exchanges, Registrar of Companies, West Bengal

at Kolkata, SEBI and other regulatory authorities, as may be required and include the details of such Senior Management Personnel in the Offer documents and other IPO-related documents.

**RESOLVED FURTHER THAT** to give effect to the above resolutions, any Director be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution.”



**20. TO DISCUSS AND DETERMINE DIRECTORS LIABLE TO RETIRE BY ROTATION**

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, it is required to determine the Directors of the Company who shall be liable to retire by rotation.

Accordingly, based on the composition of the Board and applicable provisions of law, it is proposed to identify and determine the following Directors as liable to retire by rotation:

- Mr. Deep Kumar Hessa, Non-Executive Director (DIN: 03452241)
- Mr. Vikram Jain, Whole Time Director (DIN: 00367570)

The Board is requested to consider and approve the above proposal and to pass the necessary resolution, with or without modification(s), as **Resolution No. 17**.

**“RESOLVED THAT** pursuant to the provisions of Section 152 (6) of Companies Act, 2013, Mr. Deep Kumar Hessa, Non-Executive Director (DIN: 03452241) and Mr. Vikram Jain, Whole Time Director (DIN: 00367570) be and are hereby determined as Directors liable to retire by rotation.

**RESOLVED FURTHER THAT** to give effect to the above resolutions, any Director be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution.”

**21. TO DISCUSS & DETERMINE SITTING FEES OF INDEPENDENT DIRECTORS AND NON-EXECUTIVE DIRECTORS**

Pursuant to the provisions of Section 197(5) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, the Company is required to determine the sitting fees payable to Independent Directors and Non-Executive Directors for attending meetings of the Board and its Committees.

Accordingly, it is proposed to fix the sitting fees payable to such Directors, within the permissible limits under applicable law.

Further, it is also proposed that the Independent Directors and Non-Executive Directors be reimbursed for travel and other expenses incurred by them for attending meetings of the Board and Committees, in accordance with applicable provisions of law.

The Board is requested to consider and approve the above proposal and to pass the necessary resolution, with or without modification(s) as **Resolution No. 18**.

**“RESOLVED THAT** pursuant to the provisions of Section 197(5) of the Companies Act, 2013 read with the Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provision of the Companies Act, 2013 or Rules made thereunder, consent of the Board be and is hereby accorded to set a limit for payment of sitting fees to Independent Directors and Non-Executive Directors of the Company, which shall not exceed **INR 5000/-** per meeting of the **Board** or any **Committees** thereof, attended by each such Independent Directors and Non-Executive Director.

**RESOLVED FURTHER THAT** the Independent Directors and Non-Executive Directors will also be eligible for reimbursement of travel related expenses incurred by them and such other expenses as are incurred by them for attending the meetings of the Board or any Committees of the Board and are allowed to be reimbursed as per the provisions of the Companies Act, 2013 and any other applicable provision or Rules made thereunder.

**RESOLVED FURTHER THAT** Mr. Gautam Jain, Managing Director and Mr. Vikram Jain, Whole-time Director be and are hereby severally is authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** duly certified copies of the above resolutions under the hands of any Director and/or Company Secretary be furnished to any government, statutory or regulatory authority as may be required from time to time.”

**22. 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).