

**Date:** 06-05-2026

To,

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

**Sub:** Intimation of outcome of Board Meeting held on **May 06,2026** under Regulation 51 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that at its meeting held today, i.e., **May 06,2026**, the Board of Directors ("**Board**") of Vedika Credit Capital Limited ("**Company**") has inter alia

- To elect the chairman of the meeting
- To grant leave of absence, if any
- To take note of the minutes of the last meeting
- To give consent upon the principal of non-acceptance of public deposit
- To consider and adopt applicable rbi guidelines including amendments / updations thereon
- To discuss and review users of Daksh portal
- To discuss and take note of disclosures received from directors under the companies act, 2013
- To take note of declarations received from directors under rbi guidelines (fit and proper criteria)
- To consider and approve geographical exposure limit
- To discuss and approve composition of finance committee & power delegated to finance committee
- To approve terms of reference of finance committee
- 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
- To consider and approve delegation of general power to the specific directors, chief financial officer & company secretary
- To discuss and approve appointment of Mrs. Sunaina Garodia as the independent women director of the company
- To discuss and approve adoption of corporate office
- To discuss and approve appointment of compliance officer
- To discuss, identify & re-classify promoters of the company
- 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
- To discuss & identify senior management personnel (SMP) in the company
- To discuss and determine directors liable to retire by rotation
- To discuss & determine sitting fees of independent directors and non-executive directors
- To consider and discuss any other item with the permission of the chair

- To discuss & approve notice for calling extra ordinary general meeting

The meeting of the Board of Directors was commenced at 11:00 AM and concluded at 02:05 PM.

This is for your information and records.

Thanking You

**For Vedika Credit Capital Ltd**

For Vedika Credit Capital Ltd

*Gaurav Kumar Vohra*

Company Secretary

**Gaurav Kumar Vohra**

**Company Secretary & Compliance Officer**

**MINUTES OF THE ONE HUNDRED AND ELEVENTH (111TH) BOARD MEETING OF “M/S VEDIKA CREDIT CAPITAL LTD (CIN NO. U67120WB1995PLC069424” 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.**

**PRESENT**

MR. GAUTAM JAIN	-	Managing Director
MR. VIKRAM JAIN	-	Whole Time Director
MR. DEEP KUMAR HESSA	-	Director
MR. MAQSOODUL HASAN ANSARI	-	Independent Director
MR. HARI BABU SHUKLA	-	Independent Director

**IN ATTENDANCE**

MR. GAURAV KUMAR VOHRA	-	Company Secretary
MR. ABHISHEK AGARWAL	-	Chief Financial Officer

**SPECIAL INVITEE**

MR. UMMED MAL JAIN	-	Special Invitee
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**AGENDA POINT**

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

Mr. Gautam Jain elected as a chairman of the meeting. Accordingly, he took the chair and presided over the meeting. He welcomed all the Members to the meeting. Thereafter, he ascertained the quorum, declared that the meeting was duly convened, properly constituted and agenda of the meeting was taken up.

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

The Chairman informed the Board that all the Directors were present at the Meeting. Accordingly, no request for leave of absence was received from any Director and hence, no leave of absence was granted by the Board.

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

The minutes of the last board meeting & committee meeting of the board (incorporating the remarks of the members) held on 06<sup>th</sup> Day of February, 2026 so as placed before the board for noting were taken on record after necessary discussion.

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

The Chairman informed the Board that the Company is registered as a Non-Banking Financial Company – Micro Finance Institution (NBFC-MFI) with the Reserve Bank of India and, as per the applicable provisions and conditions of registration, the Company cannot accept public deposits without prior approval of the Reserve Bank of India.

The Board noted that the Company has been complying with the aforesaid requirement since its registration as an NBFC-MFI and has neither accepted nor held any public deposits till date.

The matter was discussed in detail and after due deliberations, the following resolution was passed unanimously as **Resolution No. 1:**

**“RESOLVED THAT** the Board hereby takes note and confirms that the Company is a Non-Deposit Taking NBFC registered with the Reserve Bank of India and that the Company has not accepted any public deposits in the past, does not hold any public deposits at present and shall not accept or hold any public deposits in future without obtaining prior approval of the Reserve Bank of India and complying with the applicable provisions of law.

**RESOLVED FURTHER THAT** Gautam Jain (Managing Director), 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, deeds, matters and things and to complete all necessary formalities as may be required to give effect to this resolution.”

#### **5. TO CONSIDER AND ADOPT APPLICABLE RBI GUIDELINES INCLUDING AMENDMENTS / UPDATES THEREON**

The Chairman informed the Board that the Reserve Bank of India has issued various guidelines, master directions and regulatory frameworks applicable to NBFC-MFIs from time to time, including provisions relating to Know Your Customer (KYC), Prevention of Money Laundering Act, 2002, Fair Practices Code, regulatory framework for microfinance loans, guidelines applicable to systemically important NBFCs and Scale Based Regulation (SBR) framework for NBFCs.

The Board was further informed that the Company has already adopted and implemented the applicable RBI guidelines and has been complying with the same since their applicability, including amendments and updates issued from time to time.

The Board discussed the matter in detail and after due deliberations, passed the following resolutions unanimously as **Resolution No. 2:**

**“RESOLVED THAT** the Board hereby takes note of and confirms that the Company has adopted and implemented Know Your Customer (KYC) norms and Prevention of Money Laundering Act, 2002 requirements in accordance with the applicable RBI Master Directions, circulars and guidelines issued from time to time, including amendments thereto and future modifications as may be notified by the Reserve Bank of India.

**RESOLVED FURTHER THAT** the Board hereby confirms adoption and implementation of the Fair Practices Code, applicable guidelines for systemically important NBFCs and the provisions of the Master Direction – Reserve Bank of India (Regulatory Framework for Microfinance Loans) Directions,

2022, including all amendments, clarifications and future modifications issued by the Reserve Bank of India from time to time, to the extent applicable to the Company.

**RESOLVED FURTHER THAT** the Board hereby confirms adoption and implementation of the Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs issued by the Reserve Bank of India vide notification no. DOR.CRE.REC. No.60/03.10.001/2021-22 dated October 22, 2021, including amendments and future modifications issued from time to time, as applicable to the Company.

**RESOLVED FURTHER THAT** Gautam Jain (Managing Director), 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 jointly and severally authorized to do all such acts, deeds, matters and things and to complete all necessary formalities as may be required to give effect to the above resolutions.”

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

The Chairman informed the Board about the RBI circular bearing no. CO.DOS.RSD.No.S438/31-01-105/2023-2024 dated April 24, 2023 regarding implementation and usage of DAKSH by Supervised Entities (SEs). The Board was specifically apprised of Para 2J of the said circular, which requires periodic review of users mapped on the DAKSH Portal.

The Board reviewed the existing users and functioning of the DAKSH Portal for the quarter ended March 2026 and noted that the total number of active users mapped on the portal is 06.

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously as **Resolution No. 3:**

**“RESOLVED THAT** pursuant to RBI circular bearing no. CO.DOS.RSD.No.S438/31-01-105/2023-2024 dated April 24, 2023 on Implementation and Usage of DAKSH by Supervised Entities (SEs), and particularly in compliance with Para 2J thereof, the Board hereby reviews and takes on record the list and number of users mapped on the DAKSH Portal, being 06 users for the quarter ended March 2026.

**RESOLVED FURTHER** Gautam Jain (Managing Director), 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 jointly and/or severally authorized to carry out necessary changes, updation and reporting on the DAKSH Portal, to complete all required formalities in relation thereto and to submit such information, documents and papers as may be necessary or expedient, and to do all such acts, deeds and things as may be required to give effect to this resolution.”

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

The Board was informed that the Company has received Form MBP-1 pursuant to Section 184(1) of the Companies Act, 2013 relating to disclosure of interest by Directors, Form DIR-8 pursuant to Section 164(2) of the Companies Act, 2013 relating to non-disqualification of Directors and declaration of independence from Independent Directors pursuant to Section 149(7) of the Companies Act, 2013 along with other applicable declarations and confirmations as required under the applicable provisions of law.

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

The Board further noted that the aforesaid disclosures and declarations were reviewed by the Nomination and Remuneration Committee and Audit Committee in their respective meetings and the Committees had recommended the same to the Board for taking the same on record.

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously **as Resolution No. 4:**

**“RESOLVED THAT** pursuant to the provisions of Section 184(1), Section 164(2), Section 149(7) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and upon recommendation of the Nomination and Remuneration Committee and Audit Committee, the disclosures and declarations received from the Directors of the Company for the Financial Year 2026–27, including Form MBP-1, Form DIR-8, Declaration of Independence and other applicable declarations and confirmations, be and are hereby noted and taken on record by the Board.

**RESOLVED FURTHER THAT** Gautam Jain, Vikram Jain, Mr. Abhishek Agarwal (Chief Financial Officer) and Mr. Gaurav Kumar Vohra (Company Secretary & Compliance Officer) of the Company, be and are hereby jointly and/or severally authorized to make necessary entries in the statutory registers, file necessary forms and returns, if any, with the Registrar of Companies and to complete all such acts, deeds, matters and formalities as may be necessary, expedient or desirable to give effect to the above resolution.”

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

The Board was further informed that the Company has received Fit and Proper Declarations and Undertakings, Deed of Covenant and other applicable declarations and confirmations from the Directors as required under the applicable RBI directions, circulars and guidelines issued from time to time.

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

The Board further noted that the aforesaid declarations, undertakings and confirmations were reviewed by the Nomination and Remuneration Committee and Audit Committee in their respective meetings and the Committees had recommended the same to the Board for taking the same on record.

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously **as Resolution No. 5:**

**“RESOLVED THAT** pursuant to the applicable RBI Guidelines, including Master Directions relating to Corporate Governance and Fit and Proper Criteria and other applicable regulations, directions, circulars and notifications issued by the Reserve Bank of India from time to time and upon recommendation of the Nomination and Remuneration Committee and Audit Committee, the declarations, undertakings and confirmations received from the Directors of the Company for the Financial Year 2026–27, including Fit and Proper Declarations and Undertakings, Deed of Covenant

and other applicable declarations and confirmations, be and are hereby noted and taken on record by the Board.

**RESOLVED FURTHER THAT** Gautam Jain, Vikram Jain, Mr. Abhishek Agarwal (Chief Financial Officer) and Mr. Gaurav Kumar Vohra (Company Secretary & Compliance Officer) of the Company, be and are hereby jointly and/or severally authorized to maintain necessary records, make entries in statutory registers and records wherever applicable, file necessary forms or intimations, if any, and to complete all such acts, deeds, matters and formalities as may be necessary, expedient or desirable to give effect to the above resolution.”

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

The Chairman informed the Board that the Management has reviewed the geographical concentration and exposure of the Company’s portfolio considering the current business scenario, operational presence, portfolio diversification and risk management framework.

The Board was presented with the proposed state-wise geographical exposure limits for the Company’s lending portfolio along with a permissible deviation limit of 25% on the existing approved limits, wherever required based on business exigencies and operational requirements. The proposed geographical exposure limits placed before the Board were as under:

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

The Board further noted that the proposed geographical exposure limits were reviewed by the Audit Committee and recommended to the Board for approval.

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously **as Resolution No. 6:**

**“RESOLVED THAT** upon recommendation of the Audit Committee, the consent of the Board be and is hereby accorded for adoption and approval of the following geographical exposure limits for the Company’s portfolio, with a permissible deviation of 25% on the existing approved limits:

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

**RESOLVED FURTHER THAT** Gautam Jain, Vikram Jain, 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 the above approval to the concerned departments and

authorities and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

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

The Chairman informed the Board that for efficient conduct of day-to-day business operations and smooth functioning of the Company, it is proposed to constitute a Finance Committee in accordance with the provisions of Section 179(3) of the Companies Act, 2013 and applicable rules made thereunder.

The Board was further informed that the proposed Finance Committee shall assist the Board in matters specified under Section 179(3)(d) to (f) of the Companies Act, 2013 and such other operational, financial and administrative matters as may be delegated by the Board from time to time for efficient management of the affairs of the Company.

The proposed composition, powers, quorum and working pattern of the Committee were placed before the Board for its consideration.

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously as **Resolution No. 7:**

**“RESOLVED THAT** pursuant to the provisions of Section 179(3) of the Companies Act, 2013 and other applicable provisions, if any, consent of the Board be and is hereby accorded for constitution of a Committee in the name and style of “Finance Committee” for matters related to day-to-day operations and business affairs of the Company.

**RESOLVED FURTHER THAT** the composition of the Finance Committee be and is hereby approved as under:

<b>S. No.</b>	<b>Name of Member</b>	<b>Designation</b>	<b>Role</b>
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

**RESOLVED FURTHER THAT** Vikram Jain be and is hereby appointed as the Chairman of the Finance Committee and in his absence, Gautam Jain and/or Mr. Deep Kumar Hessa shall act as Chairman of the respective meeting subject to approval of the members present at such meeting.

**RESOLVED FURTHER THAT** the quorum for the meeting of the Finance Committee shall be either two members or one-third of the total members of the Committee, whichever is higher.

**RESOLVED FURTHER THAT** the Finance Committee shall meet at least four times in a financial year and additional meetings may be convened as and when required at the request of any member of the Committee.

**RESOLVED FURTHER THAT** the minutes of the meetings of the Finance Committee shall be maintained at the Registered / Head Office of the Company and the Chairman of the Finance Committee shall report the deliberations and decisions of the Committee to the Board from time to time.

**RESOLVED FURTHER THAT** the Board hereby approves the draft working pattern, framework and delegation mechanism placed before the meeting relating to the functioning of the Finance Committee and all other matters incidental or connected thereto.

**RESOLVED FURTHER THAT** Gautam Jain (Managing Director), 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, deeds, matters and things as may be necessary, expedient or desirable for giving effect to the above resolutions.”

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

The Chairman informed the Board that pursuant to the constitution of the Finance Committee; it is necessary to formally approve the Terms of Reference and delegated powers of the said Committee for smooth conduct of day-to-day business operations of the Company.

The Board was informed that considering the continuous growth in operations of the Company, expansion in geographical presence, increasing operational requirements, borrowing arrangements with banks and financial institutions, regulatory compliances and routine business exigencies, several matters require urgent approvals and timely decision making. Accordingly, for effective administration and operational efficiency, it is proposed to delegate specific operational, financial, administrative and regulatory powers to the Finance Committee within the framework approved by the Board and shareholders from time to time.

The detailed draft Terms of Reference of the Finance Committee along with delegated powers and authorities was placed before the Board for its review and consideration.

The Board discussed the matter in detail and after due deliberations, passed the following resolutions unanimously as **Resolution No. 8:**

**“RESOLVED THAT** pursuant to the resolution passed regarding constitution and structure of the “Finance Committee” and pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder, consent of the Board be and is hereby accorded to approve and delegate the following powers to the Finance Committee under its Terms of Reference and working pattern:

1. To approve borrowings from various persons including banks, financial institutions, corporates and other entities upon such terms and conditions relating to repayment, rate of interest, security or otherwise as the Committee may deem fit, within the limits approved by the shareholders from time to time under Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013, including renewal of cash credit facilities.
2. To approve and authorize approaching banks, financial institutions and corporates for availing loan facilities and to finalize terms and conditions thereof including repayment schedule, rate of interest, security creation, execution of documents and authorization for data sharing and signing of documents.

3. To approve sanction letters for availing loan facilities including Tier-I and Tier-II capital facilities as per RBI guidelines and to authorize directors, officers or employees for execution and compliance thereof.
4. To approve issue of securities to investors and matters incidental thereto including compliance related activities.
5. To approve investors under private placement and offers relating to various securities of the Company.
6. To approve opening, extension or closure of issue relating to securities.
7. To approve private placement, offer letters, application forms and all related documents pertaining to issue of securities.
8. To approve allotment of securities in one or more tranches.
9. To approve transmission of shares and other related matters.
10. To approve and conduct all matters relating to borrowings from banks, financial institutions and corporates including opening of bank accounts and fixed deposit accounts for providing security to lenders.
11. To approve investment of funds of the Company in accordance with RBI guidelines applicable to NBFC-MFIs including investments under Section 179(3)(e) of the Companies Act, 2013 and creation of fixed deposits.
12. To grant loans, provide guarantees or securities in respect of loans pursuant to Section 179(3)(f) of the Companies Act, 2013 within limits approved by shareholders under Section 180 of the Companies Act, 2013.
13. To approve opening, establishment and operation of current accounts and other accounts with banks including reactivation of dormant accounts for day-to-day business operations.
14. To approve changes in authorized signatories and signing limits for operation of bank accounts.
15. To approve closure of current accounts and other banking accounts of the Company.
16. To approve and provide authorizations for day-to-day business operations including obtaining licenses for new branches, communication and internet facilities, mobile network facilities, judicial and criminal matters, FIU-IND matters, CKYC matters, internet banking and cash management services.
17. To approve or review policies, reporting guidelines, work manuals and code of conduct for day-to-day business operations including policies relating to human resources, accounts, MIS, operations, branch operations, operational audits, increment and bonus policies.
18. To accept, adopt and implement circulars, notifications and guidelines issued by regulatory authorities including RBI, MCA and other authorities applicable to the Company.
19. To review operations of the Company generally and report the same before the Board from time to time.
20. To delegate authority to officials and representatives of the Company for representing the Company before courts, tribunals, government departments and statutory authorities.
21. To seek information, records and explanations from any employee of the Company as may be considered necessary for better management of affairs of the Company.
22. To obtain legal, professional and expert advice from external consultants and professionals for safeguarding the Company from legal and regulatory non-compliances.
23. To approve investment of surplus funds as per policies approved by the Board and shareholders, wherever applicable.
24. To approve donations to charitable trusts, political parties and other permissible entities in accordance with applicable policies and laws.
25. To review and determine governance duties, procedures, policies, code of conduct, by-laws and governance frameworks as may be required by the Board.

26. To approve annual budgets, long-term financial plans and changes in expenditure or activities materially affecting financial projections of the Company.
27. To provide leadership, commitment and oversight on matters relating to safety, health and environment within the business operations of the Company.
28. To investigate any activity or matter requiring investigation.
29. To approve matters relating to securitization transactions, direct assignment transactions and business association arrangements with lenders and financial institutions.
30. To approve establishment and operation of current accounts, other accounts and fixed deposit accounts with banks for day-to-day business transactions of the Company.
31. To approve availing of internet banking facilities, ATM cards, debit cards and other banking facilities required for day-to-day business transactions.
32. To approve all incidental, ancillary and ordinary course matters associated with the above-mentioned powers and responsibilities.

**RESOLVED FURTHER THAT** the Terms of Reference and delegated powers of the Finance Committee may be modified, amended, altered or revised by the Board from time to time as may be deemed necessary.

**RESOLVED FURTHER THAT** Gautam Jain (Managing Director), Vikram Jain (Whole Time Director), Mr. Abhishek Agarwal (Chief Financial Officer) and Mr. Gaurav Kumar Vohra (Company Secretary & Compliance Officer) of the company and/or any other person authorized by the Finance Committee, be and are hereby jointly and/or severally authorized on behalf of the Company to sign and execute all agreements, applications, deeds, declarations, forms, returns and documents including loan documents, to file necessary forms and e-forms with the Registrar of Companies, Reserve Bank of India, stock exchanges and other statutory authorities, to issue notices and communications, to update statutory records, registers and policies and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to the above resolutions.”

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

The Chairman informed the Board that considering the operational growth and future expansion plans of the Company, there is a need to delegate operational powers relating to opening, closure, merger and split of branches and execution or renewal of agreements connected with branch operations for smooth and efficient functioning of the business.

The Board was further informed that in order to ensure timely operational decision making and effective management of branch expansion activities, it is proposed to delegate such powers to the Chief Operating Officer / Operation Head of the Company in consultation with and subject to approval of the Managing Director.

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously as **Resolution No. 9:**

**“RESOLVED THAT** consent of the Board be and is hereby accorded to authorize the Chief Operating Officer / Operation Head of the Company, in consultation with and subject to approval of the Managing Director, to take decisions relating to opening, closure, merger and split of branches of the Company and to enter into, execute, renew, modify, extend or terminate agreements, leave and

license agreements, lease deeds, rent agreements and other documents required in connection with branch operations and establishment of branches.

**RESOLVED FURTHER THAT** the Chief Operating Officer / Operation Head of the Company be and is hereby authorized, with approval of the Managing Director, to undertake all operational decisions incidental or connected thereto, including delegation of authority for execution and signing of branch-related agreements and documents to concerned officials or persons in charge as may be considered necessary.

**RESOLVED FURTHER THAT** Gautam Jain (Managing Director), 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 jointly and/or severally authorized to further authorize any other person(s) for the aforesaid purposes, to complete all necessary formalities and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this resolution.”

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

The Chairman informed the Board that in order to ensure smooth, efficient and timely conduct of the day-to-day affairs and operations of the Company, particularly with respect to statutory filings, regulatory compliances, execution of documents, handling of legal matters and interaction with regulatory and statutory authorities, it is necessary to delegate general operational and administrative powers to specified Directors and Key Managerial Personnel of the Company.

The Board was further informed that such delegation would facilitate timely filing of e-forms, execution of agreements, handling of legal proceedings, appearances before judicial and regulatory authorities, obtaining registrations, memberships and licenses and dealing with various government departments and statutory authorities including the 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.

The Board noted that considering the present and future operational requirements of the Company, 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 and compliance management.

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously as **Resolution No. 10**:

**“RESOLVED THAT** any of the following officials namely Gautam Jain (Managing Director), 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 jointly and/or severally authorized, for and on behalf of the Company, to exercise the following powers and authorities:

1. To file e-forms, applications, returns and documents, whether existing or to be notified in future, under the Companies Act, 2013 and rules framed thereunder and any other applicable law including amendments thereto, with the Registrar of Companies, Regional Director(s), Ministry of Corporate Affairs, Central Government, Reserve Bank of India, Self-

Regulatory Organizations including State Self-Regulatory Authorities, Securities and Exchange Board of India, Stock Exchanges, Depositories, Depository Participants, Merchant Bankers, Registrars, Valuers, Taxation Authorities including GST Authorities and/or any other statutory or regulatory authority and to make necessary entries in statutory registers, records and minutes books and to take urgent and necessary actions relating to secretarial and compliance matters.

2. To sign, execute and file on behalf of the Company all forms, returns, applications, affidavits, undertakings, declarations, disclosures, receipts, agreements and documents including applications for condonation of delay, extension applications and other statutory or regulatory filings before the Registrar of Companies, Regional Director(s), Ministry of Corporate Affairs, Reserve Bank of India, Self-Regulatory Organizations including State Self-Regulatory Authorities, Securities and Exchange Board of India, Stock Exchanges, Depositories, Merchant Bankers, Registrars, Valuers, Taxation Authorities including GST Authorities and/or any other statutory authority as may be required from time to time.
3. To appear and represent the Company before all courts, tribunals, judicial authorities, quasi-judicial authorities, arbitrators, statutory bodies and government authorities in all civil, criminal, original, appellate or other legal proceedings wherein the Company may be a plaintiff, defendant, complainant, respondent or otherwise concerned.
4. To sign, verify and submit applications, petitions, plaints, written statements, counterclaims, objections, complaints, memorandum of appeals, replies, affidavits and other pleadings, documents and papers before courts, tribunals, judicial/quasi-judicial authorities, statutory bodies or any other authority in connection with legal proceedings involving the Company.
5. To appoint advocates, solicitors, legal counsels, consultants and professionals, to execute powers of attorney, vakalatnama and authority letters in favour of any person in relation to legal proceedings of the Company and to swear affidavits and affirm declarations on behalf of the Company.
6. To process, obtain and renew mandatory registrations, memberships, approvals, licenses and permissions required for the business and operations of the Company from any authority including Registrar of Companies, Ministry of Corporate Affairs, Reserve Bank of India, Self-Regulatory Organizations, Securities and Exchange Board of India, Stock Exchanges, Depositories, Merchant Bankers, Valuers, Taxation Authorities including GST Authorities and/or any other statutory or regulatory authority.
7. To enter into, sign, execute and deliver legal documents, loan documents, policy documents, agreements, memoranda of understanding, declarations, correspondence and all other documents on behalf of the Company as may be required in the ordinary course of business.

**RESOLVED FURTHER THAT** Gautam Jain (Managing Director), 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 jointly and/or severally authorized to further authorize any other officer(s), employee(s), representative(s) or consultant(s) for the above-mentioned purposes, to complete all necessary formalities and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to the above resolutions.”

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

The Chairman informed the Board that based on the recommendation of the Nomination and Remuneration Committee and Audit Committee at their respective meetings held on 06th May, 2026,

it is proposed to appoint Mrs. Sunaina Garodia (DIN: 06971248) as an Additional Director in the category of Independent Woman Director on the Board of the Company.

The Board was informed that Mrs. Sunaina Garodia possesses relevant expertise, knowledge and experience and has conveyed her consent to act as 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 Companies Act, 2013.

The Board further noted that the Company has received a declaration from Mrs. Sunaina Garodia confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board also noted that she is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs in accordance with applicable provisions of law.

The Board further took note that the Company has also received Fit and Proper Declarations and Undertakings, Deed of Covenant and other declarations and confirmations from Mrs. Sunaina Garodia as required under applicable RBI Guidelines and directions.

The Chairman further informed the Board that pursuant to Sections 149, 150, 152 and 161 of the Companies Act, 2013 read with Schedule IV and applicable rules made thereunder, Mrs. Sunaina Garodia is proposed to be appointed as an Additional Director in the category of Independent Woman Director for a term of five consecutive years commencing from 06th May, 2026, subject to approval of the shareholders of the Company, and she shall not be liable to retire by rotation.

The draft terms and conditions of appointment of Independent Director were placed before the Board for its consideration.

The Board further noted that the proposal for appointment of Mrs. Sunaina Garodia (DIN: 06971248) as an Additional Director in the category of Independent Woman Director was reviewed and recommended by the Nomination and Remuneration Committee and Audit Committee in their respective meetings held on 06th May, 2026.

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously **as Resolution No. 11:**

**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, 2026**, 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, 2026** 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 Chairman informed the Board that considering the growth, operational expansion and increasing administrative requirements of the Company, there is a need to designate a Corporate Office for centralized management, operational efficiency and better coordination of business activities.

The Board was informed that presently various administrative and operational activities of the Company are being carried out from different locations and, in order to streamline operations, improve inter-departmental coordination and strengthen corporate governance practices, it is proposed to designate the existing Head Office of the Company situated at 404, Shrilok Complex, 4th Floor, H.B. Road, Ranchi – 834001, Jharkhand as the Corporate Office of the Company with effect from 06th May, 2026.

The Board further noted that the proposed Corporate Office shall function as the principal administrative and operational centre of the Company and shall be utilized for managing key corporate activities, strategic decision-making processes and coordination among various departments and business functions.

The Board also noted that consequent upon adoption of the Corporate Office, necessary actions shall be undertaken for updating statutory records, registrations, official stationery, records with banks, tax authorities and regulators and for filing of necessary intimations, forms and disclosures with applicable authorities wherever required.

The matter was discussed in detail and the Board accorded its approval for adoption of the aforesaid premises as the Corporate Office of the Company with effect from 06th May, 2026 and authorized the concerned officials of the Company to undertake all necessary actions, filings, updations and compliances in this regard.

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously as **Resolution No. 12:**

**“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 was further informed that Mr. Gaurav Kumar Vohra, Company Secretary of the Company bearing Membership No. F10920, was appointed as Company Secretary of the Company on 30th July, 2015 and has also been designated as Chief Compliance Officer in terms of applicable RBI Guidelines with effect from 02nd May, 2024.

Considering his qualifications, experience and expertise in secretarial, legal and regulatory matters, the Board considered it appropriate to designate and appoint Mr. Gaurav Kumar Vohra as the Compliance Officer of the Company for the purpose of monitoring compliance with applicable securities laws, handling investor grievances and performing such other functions as may be prescribed under applicable laws and regulations.

The Board further noted that the proposal for appointment/designation of Mr. Gaurav Kumar Vohra as Compliance Officer of the Company was reviewed and recommended by the Nomination and Remuneration Committee and Audit Committee in their respective meetings held on 06th May, 2026.

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously **as Resolution No. 13:**

**“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, and upon recommendation of the Nomination and Remuneration Committee and Audit Committee 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 Chairman informed the Board that for the purpose of maintaining clarity, consistency and alignment with applicable statutory and regulatory requirements, it is proposed to formally identify and/or re-classify the Promoters of the Company.

The Board was informed that such identification and classification of Promoters is necessary for the purposes of compliance with the applicable provisions of the Companies Act, 2013, 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, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws, regulations and guidelines.

The Board further noted that the following individuals and entities are proposed to be identified as Promoters of the Company for all statutory, regulatory and commercial purposes:

<b>Sr. No.</b>	<b>Name of Promoter</b>
1	Gautam Jain
2	Vikram Jain

3	Gautam Jain HUF
4	Vikram Jain HUF
5	Anita Jain
6	Vinita Jain

The Board also noted that the constitution of the Promoter Group of the Company shall accordingly be determined in accordance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws based on the aforesaid identified Promoters.

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously as **Resolution No. 14**:

**“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 the Company is proposing to undertake an Initial Public Offer (“IPO”) comprising fresh issue of Equity Shares and Offer for Sale and to list its Equity Shares on one or more recognised stock exchanges in India.

The Board was informed that in connection with the proposed listing of Equity Shares and in order to comply with the applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957 and other applicable laws, rules and regulations, the existing Articles of Association of the Company are required to be aligned with the requirements prescribed by the stock exchanges and other regulatory authorities applicable to listed entities.

The Board further noted that the proposed revised Articles of Association also incorporate provisions required under Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993 and other applicable provisions relating to listed public companies.

The draft of the revised Articles of Association of the Company was placed before the Board for its review and consideration.

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously 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 proposed Initial Public Offer (“IPO”) of the equity shares of the Company and proposed listing of the same on one or more recognised stock exchanges in India, it is necessary to identify and designate Senior Management Personnel (“SMP”) of the Company in accordance with the provisions of the Companies Act, 2013 and applicable regulations issued by the Securities and Exchange Board of India including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board was further informed that identification of Senior Management Personnel is necessary for ensuring compliance with applicable corporate governance requirements and for inclusion of necessary disclosures in the Draft Red Herring Prospectus (“DRHP”), Red Herring Prospectus (“RHP”) and other offer related documents in connection with the proposed IPO of the Company.

Based on the organizational structure, reporting framework and functional responsibilities within the Company, the following officials were proposed to be identified and designated as Senior Management Personnel of the Company:

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

The Board further noted that the proposal for identification and designation of the aforesaid officials as Senior Management Personnel of the Company was reviewed and recommended by the Nomination and Remuneration Committee and Audit Committee in their respective meetings held on 06th May, 2026.

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously **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 and upon recommendation of the Nomination and Remuneration Committee and Audit Committee, 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**

The Chairman informed the Board that pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and other applicable provisions, if any, it is necessary for the Company to identify and determine the Directors who shall be liable to retire by rotation.

The Board was further informed that based on the existing composition of the Board and applicable legal provisions, the following Directors are proposed to be identified as Directors liable to retire by rotation:

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

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously 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**

The Chairman informed the Board that 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 of the Companies Act, 2013, the Company is required to determine the sitting fees payable to Independent Directors and Non-Executive Directors for attending meetings of the Board and Committees thereof.

The Board was further informed that it is proposed to fix the sitting fees payable to such Directors within the permissible limits prescribed under applicable laws and regulations.

The Board also noted that the Independent Directors and Non-Executive Directors should be reimbursed for travel, lodging and other expenses incurred by them in connection with attending meetings of the Board and Committees thereof in accordance with applicable provisions of law.

The Board further noted that the proposal relating to determination of sitting fees payable to Independent Directors and Non-Executive Directors was reviewed and recommended by the Nomination and Remuneration Committee and Audit Committee in their respective meetings held on 06th May, 2026.

The matter was discussed in detail and after due deliberations, the following resolutions were passed unanimously **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 and upon recommendation of the Nomination and Remuneration Committee and Audit Committee 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**

With the permission of the Chair, the following additional matter was taken up for discussion before the Board

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

Board discussed, considered and approved the requirement to hold an Extra ordinary General Meeting of the shareholder along with approval of draft agenda as **resolution No. 19**

**“RESOLVED THAT** approval of the board be and is hereby accorded to hold extra ordinary general meeting of the company on **Monday, 01st Day of June, 2026 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 as under:

- To Discuss and Approve Appointment of Mrs. Sunaina Garodia as The Independent Women Director of The Company
- 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
- Any Other Item, If Any

**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.”

There being no other business to transact, the meeting concluded with a vote of thanks to the chair.

**Certified to be True**  
**For Vedika Credit Capital Ltd**  
For Vedika Credit Capital Ltd  
  
**Director**  
**Vikram Jain**  
**Whole Time Director**  
**DIN No.: 00367570**