Date: 14/08/2026

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 **June 30,2026** 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., **June 30,2026**, the Board of Directors ("**Board**") of Vedika Credit Capital Limited ("Company") has inter alia

- TO ELECT CHAIRMAN OF THE MEETING
- TO GRANT LEAVE OF ABSENCE, IF ANY
- TO TAKE NOTE OF THE MINUTES OF THE LAST MEETING
- TO CONSIDER & DISCUSS UPON FINANCIAL REPORT OF Q1(2026-27)
- TO DISCUSS AND REVIEW USERS OF DAKSH PORTAL
- TO CONSIDER AND APPROVE MATERIALITY POLICY BY THE BOARD/ IDENTIFICATION OF MATERIAL GROUP COMPANIES
- APPROVAL OF POLICIES AND PLANS AS REQUIRED UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED, THE COMPANIES ACT, 2013 AND THE RULES NOTIFIED THEREUNDER, AS AMENDED ("COMPANIES ACT") AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015, AS AMENDED
- TO DISCUSS & APPROVE RE-CONSTITUTION OF THE AUDIT COMMITTEE
- TO DISCUSS AND APPROVE RE-CONSTITUTION OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
- TO DISCUSS AND APPROVE RE-CONSTITUTION OF THE INTERNAL COMPLAINTS COMMITTEE UNDER THE POSH ACT, 2013
- TO DISCUSS AND APPROVE CONSTITUTION OF THE IPO COMMITTEE AND ADOPTION OF TERMS OF REFERENCE
- TO DISCUSS AND APPROVE RE-CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE
- TO DISCUSS AND APPROVE RE-CONSTITUTION OF RISK MANAGEMENT COMMITTEE
- TO CONSIDER AND DISCUSS ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIR

Enclosing herewith draft Minutes for your kind reference and record

The meeting of the Board of Directors was commenced at **01:30 PM** and concluded at **02:30 PM**.

This is for your information and records.

Thanking You
For Vedika Credit Capital Ltd
For Vedika Credit Capital Ltd
Gaurav Kumar Vohra

Gaurav Kumar Vohra
Company Secretary
Company Secretary & Compliance Officer

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Registered Office Address:
C/O Mr. Subir Dhara, Village - Choto Khataliya, P.O.- Shiuli Telini Para, Dist. - 24 North Parganas, P.S.- Titagar, West Bengal – 700121

MINUTES OF THE 114TH (ONE HUNDRED AND FOURTEENTH) BOARD MEETING OF "VEDIKA CREDIT CAPITAL LTD (CIN NO.: U67120WB1995PLC069424" HELD ON FRIDAY, 14TH DAY OF AUGUST, 2026 AT 01:30 PM 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. HARI BABU SHUKLA	-	Independent Director
MR. MAQSOODUL HASAN ANSARI	-	Independent Director
MRS. SUNAINA GARODIA	-	Independent Director

IN ATTENDANCE

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

SPECIAL INVITEE

MR. UMMED MAL JAIN	-	Special Invitee

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**

Since all members are present hence no leave of absence has been granted to any members.

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

The minutes of the last board meeting held on **21st Day of July, 2026** & Minutes of the committee meeting held on **29th Day of May, 2026** (incorporating the remarks of the members) so as placed before the board for noting were taken on record after necessary discussion.

4. **TO CONSIDER & DISCUSS UPON FINANCIAL REPORT OF Q1(2026-27)**

The Board reviewed the financial performance for the **First quarter of the financial year 2026-27**, presented in accordance with IND-AS. The report included key financial statements, limited review observations, and relevant commentary from the auditors. The Board examined the report to ensure it reflects the true and fair position of the Company and is in compliance with SEBI Listing Regulations and other applicable statutory requirements.

Following deliberations, the Board **approved the quarterly financial report** for Q1. The Board also authorized the **Chairman & Managing Director, Whole Time Director, Company Secretary & Compliance Officer, and Chief Financial Officer**, acting jointly or severally, to undertake all necessary actions to give effect to this approval, including signing and filing required documents, submissions to stock exchanges, regulatory authorities, newspapers, and other statutory or government agencies as may be necessary by passing the following resolution as "**Resolution no.1"**

"RESOLVED THAT pursuant to the regulation of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 so as applicable & based upon the recommendation of the Audit committee, approval of the board be is hereby accorded for the approval of quarterly financial report along with limited review report pertaining to the Quarter **(1) One** for financial year **2026-27** so as table before the board

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, **Mr. Gautam Jain, Chairman & Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary & Compliance Officer and Mr. Abhishek Agarwal, Chief Financial Officer** of the company be and are hereby jointly and/or severally authorized , on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, stock exchange, newspaper and other statutory authority or otherwise as and when required."

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

The Board was informed that, as per RBI circular CO.DOS.RSD. No. S438/31-01-105/2023-2024 dated 24th April 2023, supervised entities are required to periodically review and update their list of users on the **DAKSH portal**. The management presented the current status and proposed any necessary updates for the quarter ending **June 2026**.

The Board reviewed the submissions, noted the updates, and approved the ongoing monitoring and maintenance of the user list. The Board authorized the **Chairman & Managing Director, Whole Time Director, Company Secretary & Compliance Officer, and Chief Financial Officer**, individually or jointly, to carry out all actions required to implement these updates, including portal reporting, document submissions, and any filings or communications with regulatory authorities to ensure compliance with the RBI circular by passing the resolution, with or without modification, if any as **Resolution No. 2**

"**RESOLVED THAT** pursuant to the circular (CO.DOS.RSD. No. S438/31-01-105/2023-2024)- dated April 24, 2023 on Implementation and Usage of DAKSH by Supervised Entities (SEs), especially Para No. 2J, number of users have been reviewed and taken on record for the quarter ending **June 2026** without any changes thereon

RESOLVED FURTHER THAT Mr. Gautam Jain, Chairman & Managing Director, Mr. Vikram Jain, Whole Time Director, Mr. Gaurav Kumar Vohra, Company Secretary & Compliance Officer and 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."

6. **TO CONSIDER AND APPROVE MATERIALITY POLICY BY THE BOARD/ IDENTIFICATION OF MATERIAL GROUP COMPANIES**

The Board noted that pursuant to disclosure requirements under Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), it is required to formulate a materiality policy for identification of 'material' group companies, 'material' outstanding litigation and outstanding dues to 'material' creditors. In view of the above, the Board passed the following resolution as **Resolution No. 3.**:

RESOLVED THAT pursuant to applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and for the purpose of disclosure in the offer documents in relation to the proposed initial public offering (the "**Offer**") of the Company, the materiality policy for (i) identification of 'material' group companies to be classified as group companies; (ii) identification of 'material' outstanding litigation involving the Company, its promoters, subsidiaries (if any), group companies, and directors; and (iii) identification of 'material' outstanding dues to creditors, as laid before the meeting and initialed by the chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT for the purposes of disclosure of group companies in the offer documents, "**Vedika Sales & Services Private Limited"** has been identified as a material "group company" to be included in the offer documents.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, 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, 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.

7. **APPROVAL OF POLICIES AND PLANS AS REQUIRED UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED, THE COMPANIES ACT, 2013 AND THE RULES NOTIFIED THEREUNDER, AS AMENDED ("COMPANIES ACT") AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015, AS AMENDED**

The Board reviewed the draft plans and policies placed before it, framed as required under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and the rules notified thereunder, and the SEBI (Prohibition of Insider Trading) Regulations, 2015, including the Corporate Social Responsibility Policy, Risk Management Policy, Vigil Mechanism/Whistle Blower Policy, Nomination and Remuneration Policy, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, Code of Conduct for Trading by Employees and Connected Persons, Policy on Materiality of Related Party Transactions, Policy for Determining Material Subsidiaries, Dividend Distribution Policy, Code of Conduct for Board Members and Senior Management, and Policy for Evaluation of Performance of Independent Directors and the Board.

Following deliberations, the Board approved the aforesaid policies and plans. The Board further resolved that an annual declaration of adherence to the code of conduct be obtained from Board members and senior management personnel, and authorized the Audit Committee, the Nomination and Remuneration Committee, and the Risk Management Committee to oversee, implement, and make necessary changes to the respective policies falling within their purview, from time to time, as they may deem fit. The Board also authorized Mr. Gaurav Kumar Vohra, Company Secretary & Compliance Officer, to upload the said policies on the Company's website and communicate the same to Directors and employees in accordance with the SEBI Listing Regulations. The Board further authorized the Managing Director, Whole-time Director, Chief Financial Officer, and Company Secretary & Compliance Officer, acting jointly or severally, to formalise, execute, and give effect to the aforesaid policies, including undertaking all filings, submissions, and other acts necessary in this regard, by passing the following resolution as **"Resolution no. 4".**

RESOLVED THAT the draft of the following plans and policies, provided to the Board, containing the requisite information, as required under applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Companies Act, 2013 and the rules notified thereunder, as amended ("**Companies Act**") and the Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015, as amended ("**SEBI Insider Trading Regulations**"), be and is hereby approved:

a) Corporate social responsibility policy;
b) Risk management policy;
c) Vigil mechanism policy/Whistle blower policy;
d) Nomination and remuneration policy;
e) Code of practices and procedures for fair disclosure of unpublished price sensitive information as per SEBI Insider Trading Regulations;
f) Code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with SEBI Insider Trading Regulations;

g) Policy on materiality of related party transactions;
h) Policy for determining 'material' subsidiaries;
i) Dividend Distribution Policy;
j) Code of conduct for all members of the Board and senior management; and
k) Policy for the evaluation of the performance of the independent directors and the board of directors.

RESOLVED THAT a declaration from the Board members and all the senior management personnel, stating adherence to the code of conduct for the Board and the senior management shall be obtained annually.

RESOLVED FURTHER THAT the Audit Committee of the Board be and is hereby authorised to (i) oversee the vigil mechanism and whistle blower policy and to whom the directors and employee shall report in case of any concern; and (ii) make necessary changes to the policy on materiality of related party transactions and on dealing with related party transactions and guidelines as may be required, from time to time as it may deem fit.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorised to oversee and make necessary changes to the policies in relation to the directors and employees, as may be required, from time to time as it may deem fit.

"**RESOLVED FURTHER THAT** the Risk Management Committee be and is hereby authorised to monitor and oversee the implementation of the risk management policy, including evaluating the adequacy of risk management systems, periodically review the risk management policy and make necessary changes to the risk management policy, as may be required, from time to time as it may deem fit"

"**RESOLVED FURTHER THAT** Mr. Gaurav Kumar Vohra, Company Secretary & Compliance Officer of the Company, be and is hereby authorized to upload the relevant policies on the website of the Company as required under applicable laws and to communicate about them among the Directors and employees of the Company in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended."

"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, jointly or severally, be and hereby authorised to formalise these plans and policies on behalf of the Company and to further sign, execute, deliver and compete all documentation on behalf of the Company in relation to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, 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, jointly or severally, 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.

8. TO DISCUSS & APPROVE RE-CONSITUTION OF THE AUDIT COMMITEEE

The Board discussed the need to re-constitute the Audit Committee pursuant to Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, and reviewed the proposed composition, comprising Mr. Hari Babu Shukla (Independent Director) as Chairman, Mr. Maqsoodul Hasan Ansari (Independent Director) as Member, and Mr. Gautam Jain (Chairman & Managing Director) as Member, along with the terms of reference, powers, role, quorum, meeting frequency, and mandatory review items of the Committee as required under the Companies Act, 2013 and the SEBI Listing Regulations.

Following deliberations, the Board approved the re-constitution of the Audit Committee with the above composition and terms of reference, and appointed Mr. Hari Babu Shukla, Independent Director, as Chairman of the Committee. The Board further resolved that the Company Secretary shall act as Secretary to the Audit Committee, and authorized the Managing Director, Whole-time Director, Chief Financial Officer, and Company Secretary & Compliance Officer, severally, to undertake all necessary acts, filings, and submissions to give effect to this approval, by passing the following resolution as **"Resolution no. 5".**

"RESOLVED THAT pursuant to Section 177 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the "**Companies Act**"), including the rules framed thereunder and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), approval of the board of directors (the "**Board**" or "**Board of Directors**") of Vedika Credit Capital Limited (the "**Company**") be and is hereby accorded to re-constitute the Audit Committee ("**Audit Committee**") of the Board, with the terms of reference as follows:

Composition of the Audit Committee:

Sl. No.	***Name of Committee Member***	***Designation***	***Nature of Directorship***
1.	Hari Babu Shukla	*Chairman*	*Independent Director*
2.	Maqsoodul Hasan Ansari	*Member*	*Independent Director*
3.	Gautam Jain	*Member*	*Chairman & Managing Director*

RESOLVED FURTHER THAT, the chairman of the Audit Committee shall be an independent director and that Mr. Hari Babu Shukla, Independent Director be and is hereby appointed as the Chairman of the Audit Committee.

RESOLVED FURTHER THAT, the Audit Committee shall meet as required under SEBI (LODR) Regulations, 2015 and Companies Act, 2013 or any other law as may be applicable. The quorum shall be either two members or one third of the members of the Audit Committee whichever is greater, but there should be a minimum of two independent directors present.

RESOLVED FURTHER THAT, the Chairman of the Audit Committee shall be present at the annual general meeting of the Company to answer shareholder queries.

RESOLVED FURTHER THAT, the Audit Committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Company. The Chief Financial Officer, head of internal audit and representatives of the statutory auditors of the Company may be present as invitees for the meetings of the Audit Committee.
Terms of Reference for the Audit Committee:

The Audit Committee shall be responsible for, among other things, as may be required by the relevant stock exchange(s) in India where the equity shares of the Company are proposed to be listed (the "**Stock Exchanges**") from time to time, the following:

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

(1) to investigate any activity within its terms of reference;
(2) to seek information from any employee;
(3) to obtain outside legal or other professional advice;
(4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
(5) such other powers as may be prescribed under the Companies Act, 2013, as amended and SEBI Listing Regulations.
(6) To approve the key performance indicators to be disclosed in the Offer related documents in relation to the initial public offering of the equity shares of the Company and to confirm that verified and audited details for all the key performance indicators pertaining to the Company that have been disclosed to the earlier investors at any point of time during the three years period prior to the date of filing of the Draft Red Herring Prospectus / Red Herring Prospectus are disclosed under *'Basis for Offer Price'* section of the offer documents as well as in the draft abridged prospectus.

Role of Audit Committee

The role of the Audit Committee shall include the following:

(1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
(2) recommendation to the Board for appointment, re-appointment, replacement, removal, remuneration and terms of the Company including internal auditor, cost auditor and statutory auditor or any other external auditor of the Company, and fixation of the audit fee and approval for payment for any other services;
(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
(4) Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

(5) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

a. matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
b. changes, if any, in accounting policies and practices and reasons for the same;
c. major accounting entries involving estimates based on the exercise of judgment by management;
d. significant adjustments made in the financial statements arising out of audit findings;
e. compliance with listing and other legal requirements relating to financial statements;
f. disclosure of any related party transactions; and
g. qualifications/ modified opinion(s) in the draft audit report.

(6) reviewing, with the management, the quarterly, half-yearly, annual financial statements and any other special purpose financial statements before submission to the Board for approval;

(7) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the issue document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take up steps in this matter;

(8) reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

(9) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

(10) Seeking information from any employee, obtain external professional advice, and secure attendance of outsiders with relevant expertise if necessary.

(11) Reviewing, at least on a quarterly basis, the details of the related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(12) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

(13) Approval of related party transactions to which the subsidiary(ies) of the Company is party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, subject to regulation 23 and such other conditions prescribed under the SEBI Listing Regulations;

(14) scrutiny of inter-corporate loans and investments;

(15) valuation of undertakings or assets of the Company, wherever it is necessary;

(16) evaluation of internal financial controls and risk management systems;

(17) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

(18) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(19) discussion with internal auditors of any significant findings and follow-up thereon;

(20) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
(21) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
(22) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
(23) reviewing the functioning of the whistle blower mechanism;
(24) To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time.
(25) monitoring the end use of funds raised through public offers and related matters;
(26) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
(27) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
(28) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision; and
(29) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its Company's shareholders;
(30) reviewing:
    a) Any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;
    b) Any material default in financial obligations by the Company;
    c) Any significant or important matters affecting the business of the Company.
(31) approving the key performance indicators for disclosure in the offer documents; and
(32) to review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively; and
(33) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

RESOLVED FURTHER THAT the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the chief internal auditor;
- Statement of deviations in terms of the SEBI Listing Regulations:
    a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and

b. annual statement of funds utilized for purposes other than those stated in the issue document/ prospectus/ notice in terms of the SEBI Listing Regulations.

- review the financial statements and the auditors' report thereon, in particular, the investments made by any unlisted subsidiary; and
- Such information as may be prescribed under the Companies Act, 2013, as amended and SEBI Listing Regulations.

"**RESOLVED FURTHER THAT** the powers of the Audit Committee shall include the following:

(a) to investigate any activity within its terms of reference;
(b) to seek information from any employee of the Company;
(c) to obtain outside legal or other professional advice;
(d) to secure attendance of outsiders with relevant expertise, if it considers necessary.
(e) to approve the key performance indicators to be disclosed in the documents in relation to the initial public offering of the equity shares of the Company and to confirm that verified and audited details for all the key performance indicators pertaining to the Company that have been disclosed to the earlier investors at any point of time during the three years period prior to the date of filing of the draft red herring prospectus / red herring prospectus are disclosed under '*Basis for Offer Price*' section of the offer documents as well as in the draft abridged prospectus;

such powers as may be prescribed under the Companies Act, SEBI Listing Regulations and other applicable laws"

RESOLVED FURTHER THAT the Audit Committee shall meet at least four times a year with maximum interval of 120 days between two consecutive meetings, and shall have the authority to investigate into any matter in relation to the items specified under the terms of reference or such other matter as may be referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and shall have power to seek information from any employee, obtain external professional advice, and secure attendance of outsiders with relevant expertise if necessary.

RESOLVED FURTHER THAT the Company Secretary of the Company shall act as secretary to the Audit Committee.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, 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, 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.

9. TO DISCUSS AND APPROVE RE-CONSTITUTION OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board discussed the need to re-constitute the Corporate Social Responsibility Committee pursuant to Section 135 of the Companies Act, 2013, read with Rule 5 of the Companies (Corporate Social Responsibility) Rules, 2014, and reviewed the proposed composition, comprising Mr. Gautam Jain (Chairman & Managing Director) as Chairman, Mr. Vikram Jain (Whole-Time Director) as Member, and Mr. Hari Babu Shukla (Whole-Time Director) as Member, along with the functions, terms of reference, and quorum requirements of the Committee as prescribed under the Companies Act, 2013.

Following deliberations, the Board approved the re-constitution of the Corporate Social Responsibility Committee with the above composition, authorizing it to formulate and recommend the CSR Policy, approve the annual action plan, identify CSR partners and programmes, monitor implementation, review expenditure, and perform such other functions as required under Section 135 of the Companies Act. The Board also fixed the quorum for Committee meetings and authorized the Directors, Managing Director, Whole-time Director, Chief Financial Officer, and Company Secretary & Compliance Officer, severally, to undertake all necessary acts, filings, and submissions to give effect to this approval, by passing the following resolution as **"Resolution no. 6".**

RESOLVED THAT in compliance with Section 135, rule 5 of the Companies (Corporate Social Responsibility) Rules 2014 and the other provisions of the Companies Act, 2013 and the rules made thereunder to the extent notified and effective, each as amended (the "**Companies Act**") and any law or enactment for the time being in force, the Board of Directors (the "**Board**") of the Company hereby re-constitutes the corporate social responsibility committee of the Board (the "**Corporate Social Responsibility Committee**") which shall consist of the Board of Directors of the Company be and is hereby re-constituted, with the terms of the following, namely:

Sl. No.	***Name of Committee Member***	***Designation***	***Nature of Directorship***
1.	*Gautam Jain*	*(Chairman)*	*Chairman & Managing Director*
2.	*Vikram Jain*	*(Member)*	*Whole-Time Director*
3.	*Hari Babu Shukla*	*(Member)*	*Whole-Time Director*

RESOLVED FURTHER THAT the Corporate Social Responsibility Committee be and is hereby authorized to perform the following functions:

(a) formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

(b) formulate and recommend an annual action plan in pursuance of its Corporate Social Responsibility Policy which shall list the projects or programmes undertaken, manner of execution of such projects, modalities of utilization of funds, monitoring and reporting mechanism for the projects, details of need and impact assessment, if any, for the projects undertaken by the Company;

(c) identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
(d) delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
(e) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
(f) monitor the corporate social responsibility policy of the Company and its implementation from time to time; and
(g) To perform such other functions or responsibilities and exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act, 2013, as amended and the rules framed thereunder.
(h) To provide assistance to the Board to ensure that our Company spends towards the corporate social responsibility activities in every fiscal, such percentage of average net profit/ amount as may be prescribed in the Companies Act, 2013;

The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

(a) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;
(b) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;
(c) the modalities of utilization of funds and implementation schedules for the projects or programmes;
(d) monitoring and reporting mechanism for the projects or programmes; and
(e) details of need and impact assessment, if any, for the projects undertaken by the Company;
(f) To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.
(g) Identifying and appointing the corporate social responsibility team of the Company and delegate responsibilities to such team and supervise proper execution of all delegated responsibilities;
(h) To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
(i) To take note of the compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company;
(j) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred or perform such responsibilities as may be required by the corporate social responsibility committee in terms of the provisions of Section 135 of the Companies Act; and
(k) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations."
(l) To provide explanation to the Board if the Company fails to spend the prescribed amount within the financial year, any other matter as the Corporate Social Responsibility Committee may deem

appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

RESOLVED FURTHER THAT the quorum for the meetings of the Corporate Social Responsibility Committee shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, each of the directors of the Board and/or 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, 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.

10. TO DISCUSS AND APPROVE RE-CONSITUTION OF THE INTERNAL COMPLAINTS COMMITTEE UNDER THE POSH ACT, 2013

The Board discussed the need to re-constitute the Internal Committee pursuant to Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to provide protection against sexual harassment of women at the workplace and to redress complaints thereof, and reviewed the proposed composition comprising Ms. Shama Parvin (Senior Finance Executive) as Presiding Officer, Ms. Puja Jain (HR Executive) and Mr. Kunal Pandey (Risk & Audit Head) as Members, and Ms. Priya Poddar (External Member, Social Activist).

Following deliberations, the Board approved the re-constitution of the Internal Committee with the above composition and nominated Ms. Shama Parvin as the Presiding Officer. The Board further resolved that the Committee shall function, hear, and redress complaints in accordance with the POSH Act, and shall formulate and review the Company's Policy on Prevention of Sexual Harassment, create awareness, and advise the Company on compliance with applicable requirements. The Board authorized the Managing Director, Whole-time Director, Chief Financial Officer, and Company Secretary & Compliance Officer, jointly or severally, to undertake all necessary acts, filings, and submissions to give effect to this approval, by passing the following resolution as **"Resolution no. 7".**

‘**RESOLVED THAT** pursuant to the provisions of Section 4 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the rules framed thereunder (“**POSH Act**”), the approval of the Board of Directors of the Company be and is hereby accorded for the reconstitution of an Internal Committee to provide protection against sexual harassment of women at the workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Internal Committee shall comprise of the following members, with **Ms.** Shama Parvin being nominated as the Presiding Officer of the Committee:

Sl. No.	*Name of Committee Member*	*Designation*	*Nature of Directorship*
1.	Shama Parvin	*Presiding Officer*	*Senior Finance Executive*
2.	Puja Jain	*Member*	*HR Executive*
3.	Kunal Pandey	*Member*	*Risk & Audit Head*
4.	Priya Poddar	*External*	*Social Activist*

RESOLVED FURTHER THAT the Internal Committee shall function, hear, and redress complaints in accordance with and subject to the provisions of The POSH Act and shall, inter alia, formulate and periodically review the Company's Policy on Prevention of Sexual Harassment at the Workplace, recommend measures for the prevention and prohibition of sexual harassment, create awareness regarding the provisions of the POSH Act and the Company's policy, advise the Company on compliance with the applicable legal requirements, and perform such other duties and functions as may be prescribed under the POSH Act, the rules framed thereunder, and as may be entrusted by the Board from 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, jointly or severally, be and is hereby authorised to take all such steps as may be necessary, proper, or expedient to give effect to this resolution, including executing, signing, and filing necessary documents and e-forms with the Registrar of Companies or any other statutory authority as may be required.

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.

11. TO DISCUSS AND APPROVE CONSITUTION OF THE IPO COMMITTEE AND ADOPTION OF TERMS OF REFERENCE

The Board discussed the proposed initial public offer of the Company's Equity Shares, comprising a Fresh Issue and/or an Offer for Sale by existing shareholders, and the listing of the Equity Shares on the recognized Stock Exchanges, and considered the constitution of a special committee, the "IPO Committee," comprising Mr. Gautam Jain (Chairman & Managing Director) as Chairman, Mr. Vikram Jain (Whole-Time Director) as Member, and Mr. Deep Kumar Hessa (Non-Executive Director) as Member, together with its proposed powers and terms of reference to give effect to the Offer.

Following deliberations, the Board approved the constitution of the IPO Committee with the above composition and authorized it to undertake all acts necessary for the Offer, including making applications and seeking approvals from SEBI, RBI, and other authorities; finalizing and filing the DRHP, RHP, and Prospectus; deciding on pricing, timing, and terms of the Offer in consultation with the BRLM; appointing intermediaries; opening escrow and other accounts; and settling all matters incidental to the Offer and its listing. The Board appointed Mr. Gaurav Kumar Vohra, Company Secretary & Compliance Officer, as Secretary to the IPO Committee, fixed the quorum for its meetings, and authorized the Managing Director, Whole-time Director, Chief Financial Officer, and Company Secretary & Compliance Officer, severally, to undertake all necessary acts, filings, and submissions to give effect to this approval, by passing the following resolution as **"Resolution no. 8".**

"**RESOLVED THAT** for the purpose of an initial public offer of the equity shares of face value of ₹ 10 each **("Equity Shares**") of the Company comprising a fresh issue of Equity Shares by the Company (the **"Fresh Issue"**) and/or an offer for sale by certain existing shareholders of the Company (the **"Selling Shareholders"** and such offer for sale, the **"Offer for Sale"**, together with Fresh Issue, the **"Offer"**), and listing of the Equity Shares on one or more of the recognized stock exchanges in India (the **"Stock Exchanges"**), the Board either by itself or through a special committee of the Board named the **"IPO Committee"** consisting of the following members, namely:

Sl. No.	***Name of Committee Member***	***Designation***	***Nature of Directorship***
1.	Gautam Jain	*Chairman*	*Chairman & Managing Director*
2.	Vikram Jain	*Member*	*Whole-Time Director*
3.	Deep Kumar Hessa	*Member*	*Non-Executive Director*

be and is hereby constituted to undertake, inter alia, the following acts:

a. To make applications to, seek clarifications, obtain approvals, and seek exemptions from, if necessary, SEBI, Reserve Bank of India, or to any other statutory or governmental authorities in connection with the Offer as may be required and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;
b. To finalize, settle, approve, adopt and file the DRHP and draft abridged prospectus with SEBI, the RHP and Prospectus with the RoC and thereafter with SEBI and the Stock Exchanges and the preliminary and final international wrap (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Offer as finalized by the Company, therein;
c. To decide in consultation with the book running lead manager(s) ("**BRLM**") on the timing, pricing and all the terms and conditions of the Offer, including the price band, offer price, offer size, reservation, discount, and to accept any amendments, modifications, variations or alterations thereto;
d. To appoint and enter into arrangements with the BRLM, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, sponsor banks to the Offer, registrars, legal counsel(s), advertising agency and any other agencies or persons or intermediaries to the Offer and to negotiate and finalise the terms of their appointment;
e. To take on record the approval of the Selling Shareholder(s) for offering their Equity Shares in the Offer for Sale;
f. To authorize the maintenance of a register of holders of the Equity Shares;
g. To negotiate, finalise and settle and to execute where applicable and deliver or arrange the delivery of the DRHP, RHP, the Prospectus, the abridged prospectus, the preliminary international wrap and final international wraps, Offer agreement, share escrow agreement, syndicate agreement, underwriting agreement, cash escrow and sponsor bank agreement, agreements with the registrar and the advertising agency, bid-cum-application forms,

confirmation of allotment notes, and all other documents, deeds, agreements and instruments and any notices, supplements and corrigenda thereto, as may be required or desirable in relation to the Offer;

h. To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI;
i. To seek, if required, the consent of the lenders to the Company and its subsidiaries (if any), parties with whom the Company has entered into various commercial and other agreements, and any other consents that may be required in relation to the Offer;
j. To open and operate bank accounts in terms of the cash escrow and sponsor bank agreement with a scheduled bank to receive applications along with application monies, handling refunds and for the purposes set out in Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer, and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
k. To approve any corporate governance requirements that may be considered necessary or as may be required under the applicable laws or the uniform listing agreement to be entered into by the Company with the relevant stock exchanges;
l. To authorize and approve, the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;
m. To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Offer (including anchor investor Offer price), reservation, discount, approve the basis of allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the Prospectus, in consultation with the BRLM and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;
n. To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforestated documents;;
o. To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;
p. To do all such acts, deeds, matters and things and execute all such other documents, etc., deem necessary or desirable for such purpose, including without limitation, finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;
q. To do all such acts, deeds and things as may be required to dematerialize the Equity Shares and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) limited and such other agencies, authorities or bodies as may be required in this connection;
r. To withdraw the DRHP, RHP and the Offer at any stage, in accordance with applicable laws and in consultation with the BRLM, if deemed necessary.
s. To negotiate, finalise, sign, execute, deliver and complete any and all notices, offer documents (including DRHP, draft abridged prospectus, RHP, Prospectus, and abridged prospectus) agreements, letters, applications, bid-cum-application forms, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto or termination thereof) on behalf of the Selling Shareholder (as maybe applicable), as the case may be, in relation to the Offer.

t. To make applications (both in-principle and final applications) for listing of the Equity Shares in one or more stock exchange(s) and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s);
u. Powers to decide the Stock Exchanges on which the Equity Shares will be listed and the determination of the designated Stock Exchange and to make applications (both in-principle and final applications) for listing of the Equity Shares in one or more stock exchange(s) and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s);
v. To settle all questions, difficulties or doubts that may arise in regard to such Offer or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company.
w. To determine the utilization of proceeds of the Fresh Issue and accept and appropriate proceeds of the Fresh Issue in accordance with the applicable laws;
x. All actions as may be necessary in connection with the Offer, including extending the Bid/ Offer period, revision of the Price Band.
y. To decide all matters regarding the Pre-IPO Placement if any, including the execution of the relevant documents with the investors, in consultation with the BRLM.
z. To authorize and approve the incurring of expenditure and payment of fees, commissions, brokerage and remuneration in connection with the Offer.
aa. To authorize and empower officers of the Company (each, an "**Authorized Officer**"), for and on behalf of the Company, to execute and deliver, on a several basis, any declarations, affidavits, certificates, consents, agreements and arrangements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers consider necessary, appropriate or advisable, in connection with the IPO, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar's agreement, the depositories agreements, the Offer agreement with the BRLM (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement and confirmation of allocation notes, with the BRLM, lead manager, syndicate members, bankers to the IPO, registrar to the IPO, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel(s), depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offer, if any and to do or cause to be done any and all such acts or things that the IPO Committee or the Authorized Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing.

RESOLVED FURTHER THAT the IPO Committee be and is hereby authorized to make any alteration, addition or make any variation in relation to the Offer, in consultation with the BRLM or the SEBI or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Offer structure and the exact component of the Offer."

RESOLVED FURTHER THAT Mr. Gaurav Kumar Vohra, Company Secretary & Compliance Officer of the Company, will act as secretary to the IPO Committee.

RESOLVED FURTHER THAT the powers of the IPO Committee set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by, the provisions of any other part of this resolution.

RESOLVED FURTHER THAT the IPO Committee be and is hereby authorised to approve expenditure in relation to the Offer.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, 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, severally, on behalf of the Board, jointly or severally, 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, Maharashtra at Mumbai, 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 two members or one-third of the total committee members (whichever is higher) shall form the quorum for a meeting of the IPO Committee present and voting, and meetings may be convened and held at the discretion of the IPO Committee.

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.

12. TO DISCUSS AND APPROVE RE-CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE

The Board discussed the need to re-constitute the Nomination and Remuneration Committee pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations, and reviewed the proposed composition, comprising Ms. Sunaina Garodia (Independent Director) as Chairperson, Mr. Maqsoodul Hasan Ansari (Independent Director) as Member, and Mr. Deep Kumar Hessa (Non-Executive Director) as Member, along with the Committee's terms of reference relating to director/KMP remuneration, board evaluation, succession planning, and administration of employee stock option plans.

Following deliberations, the Board approved the re-constitution of the Nomination and Remuneration Committee with the above composition and terms of reference, and designated it as the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The Board appointed the Company Secretary as Secretary to the Committee, fixed the quorum and meeting frequency requirements, and authorized the Managing Director, Whole-time Director, Chief Financial Officer, and Company Secretary & Compliance Officer, severally, to undertake all necessary acts, filings, and submissions to give effect to this approval, by passing the following resolution as **"Resolution no. 9".**

RESOLVED THAT pursuant to the provisions of Section 178 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), as amended, read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 (collectively referred to as the "**Companies Act**"), including the rules framed thereunder and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), the Nomination and Remuneration Committee ("**Nomination and Remuneration Committee'**) of board of directors of the Company be and is hereby re-constituted as hereunder with the terms of reference as follows:

Composition of the Nomination and Remuneration Committee:

Sl. No.	***Name of Committee Member***	***Designation***	***Nature of Directorship***
1.	Sunaina Garodia	*Chairperson*	*Independent Director*
2.	Maqsoodul Hasan Ansari	*Member*	*Independent Director*
3.	Deep Kumar Hessa	*Member*	*Non-Executive Director*

Terms of Reference for the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the "**Board**" or "**Board of Directors**") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**");
- For appointment of an independent directors, evaluation of the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparation of a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:
    a. use the services of an external agencies, if required;
    b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
    c. consider the time commitments of the candidates.
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity;

(1) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Recommend to the board, all remuneration, in whatever form, payable to senior management;
- The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that-

a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
    - perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

a. administering the employee stock option plans of the Company, as may be required;
b. determining the eligibility of employees to participate under the employee stock option plans of the Company;
c. granting options to eligible employees and determining the date of grant;
d. determining the number of options to be granted to an employee;
e. determining the exercise price under the employee stock option plans of the Company; and
f. construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company.
g. the conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
h. the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
i. the specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
j. the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
k. re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
l. the grant, vest and exercise of option in case of employees who are on long leave;
m. allow exercise of unvested options on such terms and conditions as it may deem fit;
n. the procedure for cashless exercise of options;
o. forfeiture/ cancellation of options granted;
p. formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
    - the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
    - for this purpose, follow global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
    - the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.
    - To make available its terms of reference and review annually those terms of reference and its own effectiveness and recommend any necessary changes to the Board.
    - The committee is authorised by the Board to:

(a) investigate any activity within its terms of reference;
(b) seek any information from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties;
(c) call any director or other employee to be present at a meeting of the Committee as and when required, and
(d) If the Committee considers it necessary so to do, it is authorised to obtain appropriate external advice including but not limited to legal and professional advice to assist it in the performance of its duties and to secure the services of outsiders with relevant experience and expertise and to invite those persons to attend at meetings of the Committee. The cost of obtaining any advice or services shall be paid by the Company within the limits as authorised by the Board.
    - frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

- Ensuring proper induction program for new directors, key managerial personnel and senior management and reviewing its effectiveness along-with ensuring that on appointment, they receive a formal letter of appointment in accordance with guidelines provided under the Companies Act, 2013
- Developing a succession plan for our Board and senior management and regularly reviewing the plan;
- carrying out any other activities as may be delegated by the Board and other functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

"**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee shall meet as required under SEBI (LODR) Regulations, 2015 and Companies Act, 2013 or any other law as may be applicable. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee whichever is greater, with a minimum of one independent director present."

"RESOLVED FURTHER THAT the Chairperson of the Nomination and Remuneration Committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries."

"**RESOLVED FURTHER THAT** in accordance with Regulation 5 the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, the Nomination and Remuneration Committee is hereby designated as the compensation committee for the purpose of administering any stock option plan of the Company which may be adopted by the Company."

"RESOLVED FURTHER THAT the Company Secretary shall act as Secretary to the Nomination and Remuneration Committee."

RESOLVED FURTHER THAT the Nomination and Remuneration Committee shall meet at least once in a financial year.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, 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, 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.

13. TO DISCUSS AND APPROVE RE-CONSTITUTION OF RISK MANAGEMENT COMMITTEE

The Board discussed the need to re-constitute the Risk Management Committee in compliance with Regulation 21 of the SEBI Listing Regulations, and reviewed the proposed composition, comprising Mr. Vikram Jain (Whole-Time Director) as Chairman, Mr. Gautam Jain (Chairman & Managing Director) as Member, and Mr. Hari Babu Shukla (Independent Director) as Member, along with the Committee's role and responsibilities relating to formulation and periodic review of the risk management policy, identification and mitigation of risks, cyber security oversight, and business continuity planning.

Following deliberations, the Board approved the re-constitution of the Risk Management Committee with the above composition and appointed Mr. Vikram Jain as Chairman of the Committee. The Board further resolved that the Committee shall meet at least twice a year, fixed the quorum for its meetings, and authorized the Directors, Managing Director, Whole-time Director, Chief Financial Officer, and Company Secretary & Compliance Officer, severally, to undertake all necessary acts, filings, and submissions to give effect to this approval, by passing the following resolution as **"Resolution no. 10".**

RESOLVED THAT a committee of the board of directors ("**Board**" or "**Board of Directors**") of the Company be and is hereby re-constituted to be named as 'Risk Management Committee' (the "**Risk Management Committee**") in compliance with the requirements of the Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and the applicable rules, regulations, guidelines and circulars promulgated thereunder and as amended, the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed ("**the Stock Exchanges**"), and any other applicable law, as under:

Composition of the Risk Management Committee:

Sl. No.	***Name of Committee Member***	***Designation***	***Nature of Directorship***
1	*Vikram Jain*	*Chairman*	*Whole-Time Director*
2	*Gautam Jain*	*Member*	*Chairman & Managing Director*
3	*Hari Babu Shukla*	*Member*	*Independent Director*

RESOLVED FURTHER THAT the chairman of the committee shall be member of the board of directors and that Vikram Jain, Whole-Time Director be and is hereby appointed as the chairman of the Risk Management Committee.

RESOLVED FURTHER THAT the chairman of the Risk Management Committee shall be present at general meetings of the Company, or in the absence of the chairman, any other member of the Risk Management Committee authorised by the chairman in this behalf.

RESOLVED FURTHER THAT the role and responsibility of the Risk Management Committee shall be as follows:

- Formulation of a detailed risk management policy which shall include: (a) a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee; (b) measures for risk mitigation including systems and processes for internal control of identified risks; and (c) business continuity plan;
- Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;
- Keep the Board of directors of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;
- Review the appointment, removal and terms of remuneration of the chief risk officer (if any);
- To review and recommend potential risks involved in any business plans and processes to be implemented by the Company and to review the status of the compliance, regulatory reviews and business practice reviews.
- To implement and monitor policies and/or processes for ensuring cyber security;
- Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the SEBI Listing Regulations; and
- Advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy.

RESOLVED FURTHER THAT the Board hereby delegates monitoring and reviewing of the risk management plan to the Risk Management Committee.

RESOLVED FURTHER THAT the Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

RESOLVED FURTHER THAT the Risk Management Committee shall meet at least twice in a year, provided that the meetings of the Risk Management Committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings.

RESOLVED FURTHER THAT the quorum for a meeting of the Risk Management Committee shall either be two members or one-third of the members of the Risk Management Committee, whichever is higher, with at least one member of the Board present.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, each of the directors of the Board and/or 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, 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.

14. TO CONSIDER AND DISCUSS ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIR

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: 00367570