To,
The Board of Directors
Vuenow Infratech Limited

<u>Sub.: Revised Notice of 05th (05/2025-26) Board Meeting to be held on Friday, August 22, 2025.</u>

Dear Sir/Mam,

Revised Notice (Shorter Notice Period) is hereby given that Meeting No. 05 of FY 2025-26 of the Board of Directors of the Company will be held on Friday, August 22, 2025, through Video Conferencing, hosted from registered office of the Company i.e. Office: Z1-3092, Akshar Business Park, Sector 25, Vashi, Navi Mumbai, Sanpada, Thane, Maharashtra-400703 at 06.30 PM., to transact the business as mentioned in the agenda.

The agenda for the meeting along with notes to agenda are attached herewith.

Company shall make necessary arrangements for Video Conference facility to facilitate the Directors to participate in the Meeting. The required information and link to participate in the meeting shall be circulated in due course.

You are requested to make it convenient to participate in the meeting through video conferencing and physical presence of the Directors is not required.

Thanking you.

Yours Faithfully,

For and on behalf of Board of
Vuenow Infratech Limited

Sd/-
Rahul Bhargav
Chairman & Managing Director
DIN: 08548577

Date: August 21, 2025

Agenda for 05th meeting of Board of Directors of Vuenow Infratech Limited for F.Y. 2025-26.

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SR. NO.	PARTICULARS	ANNEXURES
1.	To appoint and welcome Chairperson, convening of the Meeting and confirmation of Quorum and to grant authority to electronically record the proceedings of the meeting held through Video Conferencing.	
2.	To grant leave of absence; if any	
3.	Confirmation of Minutes of previous Board Meeting held on June 13, 2025;	***Annexure A***
4.	To take note of the following Circular Resolution passed from previous Meeting till date of this meeting; A. Circular Resolution No. 1/2025-26 dated July 16th 2025 B. Circular Resolution No. 1/2025-26 dated July 16th 2025	 ***Annexure B*** ***Annexure C***
5.	i. To consider and note Action Taken Report ii. To take on record Integrated Report filed for the quarter ended June 30, 2025, with stock exchange;	***Annexure D*** ***Annexure E***
6.	To take note of the Annual disclosure received from the Independent Directors of the Company as per Companies Act, 2013 and SEBI (LODR) Regulation, 2015; and	
7.	To consider and approve Unaudited Financial Statements (Standalone and consolidated) for the quarter ended June 30, 2025 and Limited Review Report issued by the Statutory Auditors M/s. NYS & Co. as per Regulation 33 and 47 of SEBI (LODR) 2015, as per recommendations of Audit Committee; To take note of the compliance certificate issued and signed by the Managing Director & Chief Financial Officer of the Company for the quarter ended June 30, 2025 in terms of Regulation 33 of SEBI (LODR) Regulations, 2015; To take note of related party transaction, inter corporate loans and investments and borrowings for the quarter ended June 30, 2025;	

SR. NO.	PARTICULARS	ANNEXURES
8.	To consider and approve alteration in the object clause of the Company and alteration to the Memorandum of Association of the Company thereto.	
9.	To consider and approve the increase in borrowing limits u/s 180 upto Rs. 500 crore subject to approval of shareholders	
10.	To consider and approve and authorize the board for making of any investment / giving any loan or guarantee / providing security under section 186 of Companies Act, 2013 subject to approval of Shareholders upto Rs. 500 crores.	
11.	To consider and approve appointment of Statutory Auditor for a period of 5 years, subject to the approval of shareholders	
12.	To recommend retirement of director by rotation and reappointment thereof at the ensuing annual general meeting;	
13.	To consider & approve appointment of Secretarial Auditor for a period of 5 years subject to the approval of shareholders	
14.	To consider and approve draft of Board's Report and annexures thereto;	
15.	To approve the date of closure of Register of Member & Share transfer books;	
16.	To approve the dates, time and draft Notice of Annual General Meeting (AGM);	
17.	To appoint M/s. Amit Saxena & Associates, Practicing Company Secretaries as a Scrutinizer for e-voting to be conducted for ensuing Annual General Meeting:	
18.	To consider and approve the appointment of Internal auditor	
19.	To place statutory registers before the Board.	
20.	Any other item with the permission of Chairperson and majority directors present.	

ITEM NO. 1

CHAIRMAN AND CONFIRMATION OF QUORUM:

a. **Chairman:**
To elect the chairperson of the Meeting

Since the Company does not have a regular chairperson, the Directors shall amongst themselves, appoint a Chairperson for the meeting.

b. **Convening of the Meeting:**

The Chairman to confirm that the Meeting is duly convened and constituted in accordance with the provisions of the Companies Act, 2013 and the Rules framed thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or other applicable Guidelines, Rules and Regulations.

c. **Presence of quorum:**
The Chairman is requested to ascertain the presence of requisite quorum and declare the Meeting as open.

d. **Roll Call**
The roll call of the Directors to be taken upon confirmation of quorum. The Directors shall take their name for roll call and mention the place from where they are attending the meeting from.

ITEM NO. 2

LEAVE OF ABSENCE:

The Board is requested to grant leave of absence to Director(s) who are unable to attend the meeting and have requested for the same.

ITEM NO. 3

TO NOTE AND APPROVE THE MINUTES OF THE LAST MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY.

The Draft minutes of the last meeting of Board of Directors were circulated on email for the perusal of the Members and annexed herewith as ***Annexure A***

The Board have considered and confirm the said minutes by passing the following resolution:

"RESOLVED THAT the minutes of the Board of Directors meeting held on June 13, 2025, be and are hereby confirmed as a true record of the proceedings."

ITEM NO. 4

TO TAKE NOTE OF THE FOLLOWING CIRCULAR RESOLUTION PASSED FROM PREVIOUS MEETING TILL DATE OF THIS MEETING

1. **Circular Resolution no. 1/2025-26**

"RESOLVED FURTHER THAT pursuant to Section 175 read with relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable provisions, consent of the Board be and is hereby accorded to re-constitute the committees of the Board as under with effect from the date of passing this resolution by circulation:

(i) Audit Committee:

1. Archana Chirawawala – Chairman
2. Sanjeev Seth – Member
3. Rahul Anandrao Bhargav – Member

(ii) Nomination and Remuneration Committee:

1. Arvind Rangnarain Tiwari– Chairman
2. Sanjeev Seth – Member
3. Archana Chirawawala – Member

(iii) Stakeholders Relationship Committee:

1. Sanjeev Seth – Chairman
2. Archana Chirawawala – Member
3. Rahul Anandrao Bhargav – Member

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to give effect to this resolution, including making necessary filings with the Registrar of Companies and intimating the stock exchanges, as applicable." ***(Annexure B)***

2. **Circular Resolution no. 2/2025-26**

“RESOLVED THAT pursuant to the provisions of Section 12 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and all other relevant provisions, if any, the consent of the Board of Directors of the Company be and is hereby accorded to shift the Registered office of the Company from “Unit No. 406 & 407, A Wing, Atrium, Near ACME Plaza, Andheri Kurla Road, Andheri East, J.B. Nagar, Mumbai, Maharashtra-400059” to “Z1 - 3092, Akshar Business Park, Sector 25, Vashi, Navi Mumbai, Maharashtra 400703” with effect from the date of passing this resolution and that the Directors of the Company be instructed to notify that the said change in the situation of registered office to the Registrar of Companies.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file e-form INC-22 or any other relevant forms with the Registrar of Companies & Stock Exchange and to take suitable action for the implementation of the above said decision of the Board.” (***Annexure C)***

ITEM NO. 5

i. **TO CONSIDER AND TAKE NOTE OF ACTION TAKEN REPORT**

The Board members are hereby requested to take note of the Action Taken Report annexed with notes to agenda as ***Annexure-D***

ii. **TO TAKE ON RECORD INTEGRATED REPORT FILED FOR THE QUARTER ENDED JUNE 30, 2025, WITH STOCK EXCHANGE**

The Board members are hereby requested to take on record the Corporate Governance Report under regulation 27 of SEBI (LODR) Regulations, 2015, filed with NSE, annexed herewith as ***Annexure-E.***

ITEM NO. 6

TO TAKE NOTE OF THE ANNUAL DISCLOSURE RECEIVED FROM THE INDEPENDENT DIRECTORS OF THE COMPANY AS PER COMPANIES ACT, 2013 AND SEBI (LODR) REGULATION, 2015

The Board is requested to take note on the Disclosure of Interest, received from all the Directors of the Company pursuant to Section 184 (1) of the Companies Act, 2013 read with rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 in the prescribed format MBP-1, Confirmation pursuant to Section 164 of the Companies Act, 2013, in the prescribed format DIR-8 and declaration pursuant to Section 149(7) of the Companies Act, 2013, as received from the Independent Directors confirming that they meet the criteria of independence as mentioned in Section 149(6) for the financial year 2025-2026.

The Disclosures shall be tabled at the meeting.

The Board of Directors are hereby requested to take note of the same and passed the proposed resolution with or without modification(s):

"RESOLVED THAT the notice of disclosure of interest in form MBP-1 under Section 184 (1) of the Companies Act, 2013 read with rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014, form DIR-8 under Section 164 of the Companies Act, 2013 as received from all the Directors of the Company and declaration pursuant to Section 149(7) of the Companies Act, 2013 as received from the Independent Directors of the Company, as placed before the Board, be and hereby considered and noted by the Board.

"**RESOLVED FURTHER THAT** any one Director or the Key Managerial personnel (KMP) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution including necessary entries in the statutory registers prescribed under the Companies Act, 2013."

ITEM NO. 7

TO CONSIDER AND APPROVE UNAUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) FOR THE QUARTER ENDED JUNE 30, 2025 AND LIMITED REVIEW REPORT ISSUED BY THE STATUTORY AUDITORS M/S. NYS & CO. AS PER REGULATION 33 AND 47 OF SEBI (LODR) 2015;

The Board is requested to note that pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, every listed Company shall file on the recognized Stock Exchange Un-Audited Standalone and Consolidated Financial results within 45 days from the end of half year along with Limited Review Report thereon.

The Board is informed that the Audited Financial Statements (Standalone and Consolidated) alongwith Limited Review Report issued by Statutory Auditors M/s. NYS & Co. as per Regulation 33 and 47 of SEBI (LODR) 2015 for the quarter ended June 30, 2025, shall be placed before the Board for its consideration and approval. The Board of Directors are requested to review list of related party transactions, inter corporate loans and investments and borrowings.

The Audit Committee, at a Meeting to be held earlier in the day, would also consider and recommend the same to the Board.

Further the Board is hereby informed that pursuant to regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Managing Director and Chief Financial Officer (CFO) of the Company shall certify that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading will be placed before the Board, the Board is requested to take note of the same.

Thus, Board is requested to consider and approve the Un-Audited Standalone Financial Results of the Company as placed before the Board, for the Quarter ended June30, 2025, as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The Board Members are requested to pass following Board resolution with or without modification(s):

"RESOLVED THAT the Un-Audited Financial Results (Standalone) together with its Limited Review Report of the Company for the quarter ended June 30, 2025 be and are hereby considered and approved and the same be submitted to the Stock Exchange in compliance with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

RESOLVED FURTHER THAT Un-Audited Financial Results (Standalone) shall be signed and authenticated by Mr. Rahul Bhargav, Managing Director, or any Director of the Company who is duly authorized by the board of directors to sign the financial results on behalf of Board of Directors of the Company.

RESOLVED FURTHER THAT any Director of the Company and/or the Key Managerial Personnel of the Company be and are hereby authorized to sign such forms/returns, and various documents as may be required and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution including giving of necessary disclosures to Stock Exchange."

ITEM NO. 8

TO CONSIDER AND APPROVE ALTERATION IN THE OBJECT CLAUSE OF THE COMPANY AND ALTERATION TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY THERETO.

The Board members be informed that it is proposed add the following objects to the main object clause of the Company in addition to the existing objects:

8. To invest, buy, sell, trade, acquire, exchange, give on hire purchase or lease, improve, build, construct, operate, maintain, mortgage, pledge, discount and generally deal in immoveable and moveable assets, real estate properties and residual assets of all kinds and descriptions, commodities and securities and any rights and interest therein;

9. To carry on business of an investment Company and/ or a holding Company, to buy, sell, deal, hold, invest, disinvest, exchange and surrender in securities including but not limited to stocks, shares whether equity or preference whether convertible or non-convertible and redeemable or irredeemable, warrants, scrips, derivatives, debt instruments, bonds, debentures whether perpetual or redeemable and convertible or non-convertible, policies, book debts, pass-through certificates, mutual funds, claims and commercial papers, government or commercial security or any other financial investment instruments of any Company, banks whether government or non- government, public or private or any local authority whether in India or abroad, and to promote, subsidize and assist Companies and syndicates in order to promote the business of Company;

10. To acquire any such shares, stock, debenture, debenture stock, bonds obligations or securities, by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and power conferred by or incidental to the ownership thereof;

11. To vary and otherwise dispose of, sell, exchanges transfers or alienate any of the Company's investment and those mentioned in (2) and (3) above;

12. To buy, sell, exchange, improve maintain and generally deal in real estate properties, improved and unimproved, office buildings, stores buildings, dwelling houses, wharves, water rights and privileges and any rights and interest therein; to build, construct, operate, maintain, lease and sell dwelling houses, apartment houses, factories and business houses of all kinds and descriptions to maintain to general real estate agency and broker's business, to act as agent, broker or attorney – in fact for any person or corporations; to make and obtains loans upon real estate, improved or unimproved to mortgage, pledge and otherwise deal in all kinds of property, to let out on a rent apartments, offices, lands;

13. To invest in, acquire, deal in demat or in physical mode in bullion, other precious metals, precious stones, jewellery and buy, sell and deal, wholesale and retail, import and export in bullion, precious metals, precious stones, jewellery and articles made of precious metals, precious stones, articles of virtue and objects of art.

The Directors are requested to discuss and consider the same and if deemed appropriate, pass the following resolutions with or without modifications:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Mumbai and subject to the approval of Shareholders in General Meeting, to the addition of some points in clause III of the Memorandum of Association of Company:

8. To invest, buy, sell, trade, acquire, exchange, give on hire purchase or lease, improve, build, construct, operate, maintain, mortgage, pledge, discount and generally deal in immoveable and moveable assets, real estate properties and residual assets of all kinds and descriptions, commodities and securities and any rights and interest therein;

9. To carry on business of an investment Company and/ or a holding Company, to buy, sell, deal, hold, invest, disinvest, exchange and surrender in securities including but not limited to stocks, shares whether equity or preference whether convertible or non-convertible and redeemable or irredeemable, warrants, scrips, derivatives, debt instruments, bonds, debentures whether perpetual or redeemable and convertible or non-convertible, policies, book debts, pass-through certificates, mutual funds, claims and commercial *papers, government or commercial security or any other financial investment instruments of any Company, banks whether government or non- government, public or private or any local authority whether in India or abroad, and to promote, subsidize and assist Companies and syndicates in order to promote the business of Company.*

10. To acquire any such shares, stock, debenture, debenture stock, bonds obligations or securities, by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and power conferred by or incidental to the ownership thereof.

11. To vary and otherwise dispose of, sell, exchanges transfers or alienate any of the Company's investment and those mentioned in (2) and (3) above.

12. To buy, sell, exchange, improve maintain and generally deal in real estate properties, improved and unimproved, office buildings, stores buildings, dwelling houses, wharves, water rights and privileges and any rights and interest therein; to build, construct, operate, maintain, lease and sell dwelling houses, apartment houses, factories and business houses of all kinds and descriptions to maintain to general real estate agency and broker's business, to act as agent, broker or attorney – in fact for any person or corporations; to make and obtains loans upon real estate, improved or unimproved to mortgage, pledge and otherwise deal in all kinds of property, to let out on a rent apartments, offices, lands.

13. To invest in, acquire, deal in demat or in physical mode in bullion, other precious metals, precious stones, jewellery and buy, sell and deal, wholesale and retail, import and export in bullion, precious metals, precious stones, jewellery and articles made of precious metals, precious stones, articles of virtue and objects of art.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director or Key Managerial Personnel (KMP) of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed 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 the filing of necessary E-form as the return of appointment with the Registrar of Companies, Mumbai."

ITEM NO. 09

TO CONSIDER AND APPROVE THE INCREASE IN BORROWING LIMITS U/S 180 UPTO RS. 500 CRORE SUBJECT TO APPROVAL OF SHAREHOLDERS

The Board is informed that the company to expand its' business shall need to make some borrowings which may be beyond the limits as prescribed by the Companies Act, 2013 and thus, an omnibus approval from the shareholders be considered to authorize the board to borrow an amount beyond the limits as prescribed upto a limit of Rs. 500 crores.

The Board is requested to consider and if deem fit, pass the following resolution with or without modification(s):

“RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company’s business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 500 crore/- (Rupees Five Hundred Crore Only) by way of fund based facilities and Rs. 500 Crores (Five Hundred Crores Only) by way of non-fund based facilities over and above the aggregate, of the paid-up share capital and free reserves of the Company.”

“RESOLVED FURTHER THAT, the Board or Key Managerial Personnel (KMP) be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

ITEM NO. 10

TO CONSIDER AND APPROVE AND AUTHORIZE THE BOARD FOR MAKING OF ANY INVESTMENT / GIVING ANY LOAN OR GUARANTEE / PROVIDING SECURITY UNDER SECTION 186 OF COMPANIES ACT, 2013 SUBJECT TO APPROVAL OF SHAREHOLDERS UPTO RS. 500 CRORES.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Board Resolution:

"RESOLVED THAT pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto a maximum aggregate amount of Rs.500 crores, outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company's paid up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more).

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution**.**"

ITEM NO. 11

TO APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY

It is proposed to the Board to appoint M/s NYS & Co, Chartered Accountant, as the statutory auditors of the Company subject to the approval of the members at the ensuing annual general meeting. The same shall be considered at the meeting of the audit committee for the recommendation to the Board. The Board is requested to consider the same and pass the following resolution with or without modification(s):

"RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or reenacted from time to time) and other applicable provision of the companies Act 2013 and considering the recommendations made by the Audit Committee, the consent of the shareholders be and is hereby accorded for M/s. NYS & Co., Chartered Accountants for appointment as the statutory auditor of the company for the financial year 2025-2026 to 2029-2030 i.e. for 5 years from the conclusion of the forthcoming annual general meeting till the conclusion of 37^{th} Annual general meeting, at a remuneration to be decided in mutual consent.

RESOLVED FURTHER THAT Mr. Rahul Bhargav, Managing Director, of the Company or Key Managerial Personnel (KMP) be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, filing and things which may deem necessary in this behalf."

ITEM NO. 12

TO RECOMMEND RETIREMENT OF DIRECTOR BY ROTATION AND REAPPOINTMENT THEREOF AT THE ENSUING ANNUAL GENERAL MEETING

Pursuant to section 152 (6) (c) of the Companies Act 2013 mandates one-third of the directors for the time being are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.

In terms of Section 152 (6) (d) of the Act that the directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.

The Board are requested to pass following Board resolution with or without modification(s):

"RESOLVED THAT Mr. Rahul Bhargav, Managing Director, (DIN- 08548577), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby recommended to re-appointed as Director of the Company whose office shall be liable to retirement by rotation.

RESOLVED FURTHER THAT any one director or the Key Managerial Personnel (KMP) of the Company be and is hereby authorized to take all necessary action to give effect to this resolution."

ITEM NO. 13

TO CONSIDER AND APPROVE APPOINTMENT OF SECRETARIAL AUDITOR FOR A PERIOD OF 5 YEARS SUBJECT TO THE APPROVAL OF THE SHAREHOLDERS AT THE ENSUING ANNUAL GENERAL MEETING

The Board is requested to consider and approve the appointment of Ankit Singhal & Associates as the secretarial auditor of the company pursuant to the applicable provisions of companies act and regulation 24A of the SEBI (LODR) Regulations, 2015 as amended for a period of 5 years subject to the approval of the shareholders at the ensuing annual general meeting.

ITEM NO. 14

TO CONSIDER AND APPROVE DRAFT OF BOARD'S REPORT AND ANNEXURES THERETO;

The Draft Directors' Report and Secretarial Report of the Company for the Financial Year ended March 31, 2025, was placed before the meeting.

The Board after due deliberation approved the Directors' Report & Secretarial report by passing the following resolution:

"RESOLVED THAT the draft Directors Report & Secretarial Report of the Company, for the Financial Year ended March 31, 2025, as placed before the meeting, be and are hereby considered, approved and taken on record by the Board of Directors."

"RESOLVED FURTHER THAT Mr. Rahul Bhargav, Managing Director and Mr. ………………….., Director of the Company be and is hereby authorized to sign the Directors' Report, on behalf of the Board of Directors."

"RESOLVED FURTHER THAT Mr. Mr. Rahul Bhargav, Director be and are hereby authorized to necessary filing and to do such works and deeds as may be required to give effect to the above resolution."

ITEM NO. 15

TO APPROVE THE DATE OF CLOSURE OF REGISTER OF MEMBER & SHARE TRANSFER BOOKS;

It is proposed to fix ______________________ as the cut-off date for the purpose of reckoning the names of Members who are entitled to vote through remote e-voting or voting at the Annual General Meeting of the Company. The Board is requested to approve the same.

ITEM NO. 16

CALLING ANNUAL GENERAL MEETING & APPROVE THE NOTICE

The Board is requested to suggest a day, date and time to conduct the annual general meeting of the company and authorize Mr. Rahul Bhargav to dispatch the notice of the AGM and also to make any further modifications if need be.

The Board is thus requested to pass the following resolution with or without modifications:

"RESOLVED THAT the ____Annual General Meeting of the members of the Company be convened on ____, the Day and Date at Time through Video Conferencing / Other Audio Visual Means (OAVM).

"RESOLVED THAT the draft Notice calling the ____ Annual General Meeting of the Company on Day, the Date at Time through Video Conferencing / Other Audio Visual Means (OAVM), duly initialed by the Company Secretary for the purpose of identification and placed before the Board be and is hereby approved and that _______, Company Secretary, be and is hereby authorised to make necessary changes if required, and issue the Notice of the ____ Annual General Meeting to all the Members and to the Stock Exchanges under his Signature.

RESOLVED FURTHER THAT Mr. ________, and _______, Director, be and are hereby jointly as well as severally authorised to take necessary action and do all such acts, deeds and things as and when required for convening the said Annual General Meeting of the Company."

ITEM NO. 17

TO APPOINT M/S. AMIT SAXENA AND ASSOCIATES, PRACTICING COMPANY SECRETARIES AS A SCRUTINIZER FOR E-VOTING TO BE CONDUCTED FOR ENSUING ANNUAL GENERAL MEETING:

As per the provisions of Companies Act, 2013 read with rules thereunder and Secretarial Standard issued by Institute of Company Secretaries of India, for conducting e-voting through Postal ballot and the General Meeting, the company needs to appoint Scrutinizer to conduct e-voting process and also to submit the report to determine the number of votes cast in favor of resolution, number of votes cast against the resolution and invalid votes. The company hereby proposes to appoint M/s Amit Saxena and associates, Practicing Company Secretaries, Mumbai, as a scrutinizer for conducting e-voting process through postal ballot and at the ensuing Annual General Meeting.

The Board of Directors are hereby requested to take note and pass the proposed resolution with or without modification(s):

"RESOLVED THAT Mr. Amit Saxena of M/s. Amit Saxena and Associates, Practising Company Secretaries, Membership No. A29918 & CP No. 11519 be and is hereby appointed as the Scrutinizer for conducting the postal ballot and e-voting process during postal ballot and at the ensuing Annual General Meeting of the Company in a fair and transparent manner.

RESOLVED FURTHER THAT any of the Directors, or Key Managerial Personnel ("KMP") of the Company be and is hereby authorized to do all such act as may be deemed fit to carry on for in this regard."

ITEM NO. 18

To consider and approve re-appointment of Internal Auditors for FY 2025-2026;

On the recommendation of the Audit Committee, the Board of Directors are hereby requested to consider and approve re-appoint **M/s VAPS & CO.,** Chartered Accountant (FRN **003612N**) as Internal Auditors of the Company.

The Board is requested to pass following Board resolution with or without modification(s):

"RESOLVED THAT pursuant to section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, including any amendments thereto for the time being in force, consent of the Board be and is hereby accorded for the appointment of M/s. VAPS & Co., Chartered Accountants (FRN **003612N**) as Internal Auditors of the Company for the Financial Year 2025-26 at remuneration as maybe mutually agreed between the Internal Auditor and Board of Directors.

RESOLVED FURTHER THAT any one of the Director or Key Managerial Personnel (KMP) of the Company be and is hereby authorized to intimate the auditor of the appointment and to file necessary e-forms with the Registrar of Companies (ROC) and to do all such acts, deeds, and things as may be considered necessary to give effect to the above said resolution."

ITEM NO. 19

TO PLACE STATUTORY REGISTERS BEFORE THE BOARD.

Statutory Registers as required to be maintained under the various provisions of Companies Act, 2013, shall be tabled at the meeting. The Board be informed that the registers are updated from time to time.

The Board is requested to review and confirm the same.

ITEM NO. 20

ANY OTHER ITEM WITH THE PERMISSION OF CHAIRPERSON AND MAJORITY DIRECTORS PRESENT:

In terms of Secretarial Standards - 1 on Board/Committee Meetings, any item not included in the agenda may be taken up for consideration with the permission of the Chairman and with the consent of majority of Directors present at the meeting.

The Board may transact any other matter with the permission of the Chair.