

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF ICODEX PUBLISHING SOLUTIONS LIMITED HELD ON TUESDAY, THE 11<sup>TH</sup> OF FEBRUARY, 2025 THROUGH VIDEO CONFERENCING (VC) AT 4:47 P.M. AT THE BOARD ROOM OF THE REGISTERED OFFICE OF THE COMPANY AT 102, FIRST FLOOR, SUMAN BUSINESS PARK, KALYANI NAGAR, VIMAN NAGAR, PUNE - 411014, MAHARASHTRA, INDIA.**

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**TIME OF COMMENCEMENT OF MEETING: 4:47 P.M.**

**DIRECTORS PRESENT:**

<b>Name of Member</b>	<b>Designation</b>	
Mr. Kamalakkannan Govindaraj	Chairman and Managing Director	Attended via Video Conferencing from Pune
Mr. Chetan Shankarlal Soni	Whole-Time Director	Attended via Video Conferencing from Pune
Mr. Venkata Subbarao Kalva	Independent Director	Attended via Video Conferencing from Bangalore
Mrs. Shilpa Kiran Gududur	Independent Director	Attended via Video Conferencing from Bangalore
Mr. Anand Pravin Pande	Director	Attended via Video Conferencing from Pune

All the directors were present via Video Conferencing at the Board of Directors meeting of the company. All the directors had given their consent to convey this meeting at shorter notice.

**INVITEES:**

<b>Name of Invitee</b>	<b>Designation</b>	
Mr. Pavankumar Wankhede	Coordinator	Attended via Video Conferencing from Pune
Mr. Vaibhav Ashok Rupnar	CFO	Attended via Video Conferencing from Pune

As per the requirements of the Companies Act, 2013 and Secretarial Standards relating to board meetings, a roll call was taken, and the following points were noted with respect to the Directors.

<b>Name of the person</b>	<b>Mr. Kamalakkannan Govindaraj</b>	<b>Mr. Chetan Shankarlal Soni</b>	<b>Mr. Venkata Subbarao Kalva</b>	<b>Mrs. Shilpa Kiran Gududur</b>	<b>Mr. Anand Pravin Pande</b>
<b>Designation</b>	<b>Managing Director</b>	<b>Whole-time Director</b>	<b>Independent Director</b>	<b>Independent Director</b>	<b>Director</b>
Confirmation that the director/ invitee was able to see and hear properly:	Yes	Yes	Yes	Yes	Yes

Confirmation that he/she has received the agenda and all the relevant material for the meeting:	Yes	Yes	Yes	Yes	Yes
Any other person attending the meeting with the director:	None	None	None	None	None
Confirmation that none others have access to the proceedings other than those attending the meeting:	Yes	Yes	Yes	Yes	Yes

**1. APPOINTMENT OF CHAIRMAN:**

Mr. Kamalakkannan Govindaraj was elected as the Chairman of the meeting. He took the chair and welcomed the other directors to the meeting. He ascertained that the quorum was present, called the meeting to order. All the directors including the Independent Directors consented for holding the meeting at a shorter notice. Mr. Kamalakkannan Govindaraj shall sign the attendance sheets on behalf of all the other directors and invitees who attended via Video Conference.

**2. NOTICE OF THE MEETING:**

The notice of the Board Meeting was circulated amongst the directors and taken as read in the meeting.

**3. QUORUM OF THE MEETING:**

The quorum for a board of meeting is either two directors or one-third of the directors, whichever is greater. The quorum being present, the meeting was called to order.

**4. CONFIRMATION OF THE MINUTES OF PREVIOUS AUDIT COMMITTEE MEETING:**

The Chairman has confirmed that all the members have received the Minutes of the previous Audit Committee Meeting held on 5<sup>th</sup> February, 2025. The minutes were reviewed and taken on record by the Board.

## **5. CONFIRMATION OF MINUTES OF THE PREVIOUS BOARD MEETING:**

The Chairman confirmed that all the members have received the Minutes of the previous Board Meeting held on 5<sup>th</sup> February, 2025. The minutes were reviewed and taken on record by the Board, confirming that all the members have been properly informed and updated on the discussions and decisions made during the meeting.

## **6. APPROVAL OF DRAFT RED HERRING PROSPECTUS ("DRHP"):**

The Chairman placed before the board Draft Red Herring Prospectus ("DRHP") of the company for approval. The board approved the same and passed the following resolution unanimously:

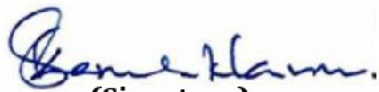
**"RESOLVED THAT**, in furtherance to the resolution passed by the Board of Directors of the Company (the "Board") on February 5<sup>th</sup>, 2025 and subject to applicable laws, the draft of the draft red herring prospectus (the "DRHP"), in respect of the initial public offering of equity shares of face value of 10/- each of the Company (the "Equity Shares") consisting of a fresh issue of such number of equity shares of the Company aggregating up to 31,95,600 Equity Shares (the "**Fresh Issue**") and an offer for sale of up to 7,24,800 Equity Shares by certain existing shareholders of the Company who had intimated their intention to the Board (the "Offer for Sale" and together with the Fresh Issue, the "Offer") at such price as may be determined in accordance with the book building process under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and as agreed to by the Company in consultation with the book running lead managers to the Offer (the "IAPLs"), as provided to, and tabled before the Board, containing the requisite information as prescribed by applicable laws and regulations, be and is hereby approved for filing with Securities and Exchange Board of India ("SEBI"), BSE Limited, National Stock Exchange of India Limited (which together with BSE Limited shall collectively be referred to as the "Stock Exchanges") and such other authorities or persons as may be required.

**RESOLVED FURTHER THAT**, Mr. Kamalakkannan Govindaraj, Managing Director, of the Company, Mr. Vaibhav Ashok Rupnar, Chief Financial Officer, Mr. Mohini Ajay Talhar, Company Secretary or the IPO Committee, be and are hereby severally authorised to make corrections or modifications, if any, and to finalise the DRHP for purposes of filing with SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deeds, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

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

## **7. VOTE OF THANKS:**

There being no other subjects for discussion, the meeting concluded at 5:04 P.M., with a vote of thanks to the chair.

A handwritten signature in blue ink, appearing to read "Gene Klum.", is positioned in the upper left corner of the page.

(Signature)  
Chairman

Date of entry: 11/02/2025  
Date of Signing: 11/02/2025