

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF ICODEX PUBLISHING SOLUTIONS LIMITED HELD ON WEDNESDAY, THE 5<sup>TH</sup> OF FEBRUARY, 2025 THROUGH VIDEO CONFERENCING (VC) AT 7:20 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.**

**TIME OF COMMENCEMENT OF MEETING: 7:20 P.M.**

**DIRECTORS PRESENT:**

<b>Name of Member</b>	<b>Designation</b>	
Mr. Kamalakkannan Govindaraj	Chairman and Managing Director	Attended via Video Conferencing from Chennai
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 MINUTES OF PREVIOUS NOMINATION AND REMUNERATION COMMITTEE MEETING:**

The Chairman has confirmed that all the members have received the Minutes of the previous Nomination and Remuneration Committee Meeting held on 22<sup>nd</sup> December, 2024. The minutes were reviewed and taken on record by the Board.

#### **5. 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.

#### **6. TO TAKE NOTE OF THE RESOLUTION BY CIRCULATION DATED FRIDAY, THE 10<sup>TH</sup> OF JANUARY 2025:**

The Chairman informed the Board regarding the recommendation of remuneration for Mr. Anand Pravin Pande, Director of our Company. The following resolution was circulated on Friday, the 10<sup>th</sup> of January 2025 to obtain assent or dissent of the directors:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule V and other applicable provisions of the Companies Act, 2013, the Committee hereby recommends to the Board of Directors, the remuneration of Mr. Anand Pravin Pande, Director (DIN: 07245254) as follows:

Sitting Fees: A sitting fee of Rs. 25,000/- per Board meeting and Rs. 5,000/- per Committee meeting attended by the Director.

Reimbursement of Expenses: The Director shall also be entitled to the reimbursement of expenses incurred for attending Board and Committee meetings, including travel, accommodation, and other related expenses.

**FURTHER RESOLVED THAT** the above-mentioned remuneration shall be within the limits as prescribed under the Companies Act, 2013, and any other applicable laws, and shall be payable in accordance with the policies and practices of the Company.

**FURTHER RESOLVED THAT** any Director of the Company be and is hereby authorized to do all acts, deeds, and things necessary to give effect to this resolution and to comply with all legal formalities in this regard."

#### **7. TO TAKE NOTE OF THE RESOLUTION BY CIRCULATION DATED SATURDAY, THE 11<sup>TH</sup> OF JANUARY 2025:**

Securities and Exchange Board of India (SEBI) has mandated all the relevant companies to register on the SEBI Complaints Redress System (SCORES) Portal. This initiative aims to enhance the process of redressal of investor complaints.

In view of this requirement, it was proposed that Ms. Mohini Ajay Talhar, Company Secretary, and/ or Mr. Vaibhav Ashok Rupnar, Chief Financial Officer of the Company, be authorized to complete the registration process on the SEBI SCORES Portal on behalf of the Company. CS Mohini Ajay Talhar and Mr. Vaibhav Ashok Rupnar, Chief Financial Officer of the Company, would be responsible for providing all the necessary information and documentation required for successful registration of the same.

This was put forward as a resolution by circulation for approval of the Board. The decision to pass this resolution by circulation was motivated by the urgency of instituting these policies to enhance

the compliance framework and mitigate potential legal risks. By proceeding in this manner, the director was able to expedite the implementation of the desired measures without unnecessary delays.

Following Resolution was circulated on Saturday, the 11<sup>th</sup> of January 2025 to obtain assent or dissent of the directors:

**"RESOLVED THAT** pursuant to the requirements of the Securities and Exchange Board of India (SEBI), the Board hereby accords its approval for the registration of the Company, Icodex Publishing Solutions Limited, on the SEBI SCORES portal to ensure effective redressal of investor grievances as required by SEBI guidelines."

**"RESOLVED FURTHER THAT** Ms. Mohini Ajay Talhar, Company Secretary of the Company, be and is hereby authorized as the first authorized person, and Mr. Vaibhav Ashok Rupnar, Chief Financial Officer of the Company, be and is hereby authorized as the second authorized person, to act jointly or severally on behalf of the Company to complete all the formalities for the registration of the Company on the SEBI SCORES portal, including but not limited to submitting required documents, furnishing declarations, and providing any additional information as required by SEBI."

**"RESOLVED FURTHER THAT** the authorized persons shall:

1. Sign, execute, and submit all necessary forms, declarations, and documents required for the registration.
2. Act as the primary points of contact for managing investor grievances through the SEBI SCORES platform.
3. Provide their official contact details, including email IDs and mobile numbers, to SEBI for communication purposes.

**"RESOLVED FURTHER THAT** the details of the above-mentioned authorized persons are recorded as follows:

Ms. Mohini Ajay Talhar (First Authorized Person):

Designation: Company Secretary  
Mobile Number: +91-8856907928  
Email ID: cs@icodexsolutions.com

Mr. Vaibhav Ashok Rupnar (Second Authorized Person):

Designation: Chief Financial Officer (CFO)  
Mobile Number: +91-9822935998  
Email ID: cfo@icodexsolutions.com

**"RESOLVED FURTHER THAT** the authorized persons shall periodically report the status of the registration and any updates related to investor grievance redressal mechanisms to the Board.

**"RESOLVED FURTHER THAT** a certified copy of this resolution be provided to SEBI or any other authority, as and when required, under the signature of any of the directors or the Company Secretary of the Company.

**8. TO TAKE OF NOTE OF THE RESOLUTION BY CIRCULATION DATED WEDNESDAY, THE 15<sup>TH</sup> OF JANUARY 2025:**

The Company, ICODEX PUBLISHING SOLUTIONS LIMITED, had entered into an Agreement of Sale on the 2<sup>nd</sup> of January 2025. This agreement had been duly signed by Mr. Chetan Shankarlal Soni, Whole-Time Director and Authorised Signatory, on behalf of the Company. In order to give full effect to this agreement, it was essential to ratify the authority granted to Mr. Chetan Shankarlal Soni and to formally record the Agreement of Sale dated 2<sup>nd</sup> of January 2025.

This resolution had been put forward for approval as a resolution by circulation rather than through a scheduled meeting. The decision to pass this resolution by circular was motivated by the urgency of the impending deadlines associated with the IPO and the subsequent administrative processes that depended on the ratification of this agreement. By proceeding in this manner, the Director was able to expedite the implementation of the desired measures without unnecessary delays that may have arisen from waiting for the next scheduled meeting.

**“RESOLVED THAT**, pursuant to the provisions of Section 179 of the Companies Act, 2013, which empowers the Board of Directors to exercise certain powers by way of a resolution, and in accordance with the applicable provisions of the Company’s Articles of Association, subject to approval of shareholders, the Board of Directors of the Company hereby ratify the authority given to Mr. Chetan Shankarlal Soni, Whole-Time Director and Authorised Signatory, to enter into the Agreement of Sale dated 2<sup>nd</sup> of January 2025, and approve the terms and conditions of the said Agreement.

**RESOLVED FURTHER THAT**, the said Agreement be and is hereby taken on record.

**RESOLVED FURTHER THAT**, Mr. Chetan Shankarlal Soni, Whole-Time Director and Mr. Kamalakkannan Govindaraj, Managing Director & Chairman of the Company are hereby authorized jointly or individually to appear before Registrar for registry of property and to do all such acts, deeds and things as may be necessary and/or incidental to give effect to the above resolution.

**RESOLVED FURTHER THAT**, any one Director of the Company or the Company Secretary are hereby authorized to forward a true copy of this resolution to the concerned parties, as may be necessary.

**9. 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 22<sup>nd</sup> December, 2024. 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.

**10. EXECUTION OF OFFER/ISSUE AGREEMENT:**

The Chairman provided the draft offer/issue agreement with Indcap Advisors Private Limited, in compliance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations of 2018, as amended for the review of the board. The Chairman proposed the following resolution for approval:

**“RESOLVED THAT,** the draft of the offer/Issue agreement be executed with Indcap Advisors Private Limited, in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, tabled before the Board, containing the requisite information as agreed between the parties to the offer agreement be and is hereby approved.”

**“RESOLVED FURTHER THAT,** Mr. Kamalakkannan Govindaraj, Managing Director & Chairman and Mr. Chetan Shankarlal Soni, Whole-Time Director, be and are hereby severally or jointly authorised to negotiate, finalize and execute the offer agreement and do all such acts, deeds, matters and things as deemed necessary, proper or desirable (including making any further modifications or alterations to the offer agreement), and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interests of the Company.”

The resolution was hereby approved and adopted as part of the minutes of this meeting.

#### **11. EXECUTION OF THE AGREEMENT WITH THE REGISTRAR TO THE ISSUE:**

The Chairman stated the purpose of the discussion, which was to review and approve the draft Registrar Agreement to be executed with the Registrar to the Issue, Cameo Corporate Services Limited in compliance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Chairman proposed following resolution for approval:

**“RESOLVED THAT,** the draft Registrar Agreement be executed with the Registrar to the Issue in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and tabled before the Board, containing the requisite information as agreed between the parties to the registrar agreement be and is hereby approved.”

**“RESOLVED FURTHER THAT,** Mr. Kamalakkannan Govindaraj, Managing Director & Chairman and Mr. Chetan Shankarlal Soni, Whole-Time Director, be and are hereby severally or jointly authorised to negotiate, finalize and execute the registrar agreement and do all such acts, deeds, matters and things as deemed necessary, proper or desirable (including making any further modifications or alterations to the registrar agreement), and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interests of the Company.”

**“RESOLVED FURTHER THAT,** certified copies of this resolution be provided to those concerned under the hands of any of the directors or the Company Secretary of the Company, wherever required.”

The resolution was hereby approved and adopted as part of the minutes of this meeting.

#### **12. APPROVAL OF OBJECTS OF THE OFFER:**

The Chairman explained that the purpose of this agenda was to consider and approve the utilization of the net proceeds from the fresh issue of shares, as recommended by the Board of Directors.

The Chairman briefed the board on the key points of the proposal, highlighting the estimated gross proceeds from the issue, the proposed allocation of net proceeds towards various objects, and the estimated costs associated with the issue. He emphasized that the net proceeds would be utilized for funding capital expenditure requirements, working capital estimates, and general corporate purposes.

The Chairman proposed the following resolution for approval:

**“RESOLVED THAT**, pursuant to the recommendation of the Board of Directors of the Company and pursuant to the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013 along with the rules made thereunder, as amended and other applicable provisions thereof, if any, utilization of the Net Proceeds of the Fresh Issue towards [(i) funding capital expenditure requirements of our Company (ii) working capital estimates (iii) general corporate purposes] (collectively, referred to herein as the “Objects”), be and is hereby approved.”

**“RESOLVED FURTHER THAT**, the Board hereby approves the estimate of costs with respect to disclosures, fund requirements, deployment of funds and the intended use of the Net Proceeds in relation to one of the objects of the Fresh Issue i.e. [capital expenditures] as specified below

The details of the Issue Proceeds and Net Proceeds are as follows:

Particulars	Amount (in Lakhs)
Gross Proceeds of the Issue	[●]
Less: Issue Related Expense	[●]
Net Issue Proceeds	[●]

The Net Proceeds from Fresh Issue will be utilised for the following purpose:

Sr. No.	Particulars	Amount (in Lakhs)
1	Purchase of new office space	1669.64
2	Purchase of hardware for new office	111.79
3	Towards Working Capital Purposes	520.00
4	Towards General Corporate Purposes	[●]
Total		[●]

**“RESOLVED FURTHER THAT**, the Board hereby approves the working capital requirement projections and other information with respect to disclosures, fund requirements, deployment of funds and the intended use of the Net Proceeds in relation to one of the objects of the Fresh Issue i.e., Working Capital requirement.”

**“RESOLVED FURTHER THAT**, Mr. Kamalakkannan Govindaraj, Managing Director & Chairman and/or Mr. Chetan Shankarlal Soni, be and are hereby jointly/severally authorized to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.”

**“RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of any of the directors of the Company or the Company Secretary wherever required.”

The resolution was hereby approved and adopted as part of the minutes of this meeting.

### **13. APPROVAL OF ISSUE STRUCTURE:**

The Chairman outlined the main purpose of the meeting, which was to seek approval for resolutions related to the Company’s initial public offering (IPO), including the issuance and allotment of equity shares and the offer for sale by existing shareholders.

The Chairman provided a brief overview of the IPO proposal, emphasizing the potential benefits, including raising capital for growth, enhancing the Company’s profile in the market, and providing liquidity to existing shareholders

The Chairman pointed out the necessity of adhering to various regulations, including the Companies Act, SEBI ICDR Regulations, and other applicable laws, and stated that compliance has been duly reviewed and will be a critical factor in the execution of the IPO.

Chairman proposed following resolution for approval:

**“RESOLVED THAT**, subject to the approval of the shareholders through a special resolution in a general meeting, and in accordance with and subject to the provisions of Section 23 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendments, statutory modification(s) or re-enactment thereof, for the time being in force), (collectively referred to as the **“Companies Act, 2013”**), and in accordance with, the Securities Contracts Regulation Act, 1956, as amended and the rules framed thereunder (**“SCRA”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the Foreign Exchange Management Act, 1999, as amended (the **“FEMA”**) including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other rules and regulations made thereunder, and other applicable laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders, if any, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) prescribed by the Government of India (**“GoI”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**) or any other competent authority from time to time, and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively **“Applicable Laws”**) and, in accordance with the provisions of the memorandum of association of the Company and articles of association of the Company where the equity shares of the Company of face value ₹ 10/- each (the **“Equity Shares”**) are proposed to be listed (**“Stock Exchange”**), and subject to the approval of relevant government, statutory and/or regulatory authorities, the SEBI, the Registrar of Companies, Pune, the Stock Exchange, RBI, the Department for Promotion of Industry and Internal Trade (**“DPIIT”**), Ministry of Commerce and Industry, GoI, and such other relevant statutory and other authorities and departments and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals,



consents, permissions and sanctions, the consent, approval and sanction of the Board of Directors of the Company (the “**Board**”, which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including powers conferred by this resolution) be and is hereby accorded and granted to undertake an initial public offering of Equity Shares and to create, issue, offer, and allot for cash, 39,20,400 Equity Shares pursuant to a fresh issue of 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, for such number of Equity Shares held by them which are eligible for offer for sale in accordance with the SEBI ICDR Regulations (the “**Offer for Sale**” and such shareholders, the “**Selling Shareholder(s)**”]; the Offer for Sale together with the Fresh Issue, the “**Offer**” or the “**IPO**”), at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations (at par, premium or discount) and as agreed to by the Company in consultation with the book running lead managers to the IPO (“**IAPL(s)**”) and on the terms and conditions as the Board may (in consultation with the IAPL (s)) decide, to (i) qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, (ii) trusts/societies registered under the Societies Registration Act, 1860, (iii) employees and/or workers of the Company, (iv) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders, individuals, Indian financial institutions, resident Indians, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, insurance funds, provident funds, pension funds, national investment fund set up by the GoI, Indian mutual funds registered with SEBI, development financial institutions, multilateral and bilateral financial institutions, or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors as defined under Regulation 2(1)(c) of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, with an option to the Company to retain an over-subscription to the extent of 1% of the net offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, including reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, and the issue and allotment/ transfer of Equity Shares to a stabilizing agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations, through an offer document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may at its discretion decide in consultation with the IAPL(s) and as may be permissible under Applicable Laws.”

**“RESOLVED FURTHER THAT**, the Board has invited the existing promoter shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the IAPL(s), subject to the receipt of consent of SEBI, GoI, RBI, the RoC and/or such other approvals, permissions and sanctions of all other concerned statutory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation

with the IAPLs, to such category of persons as may be permitted or in accordance with the SEBI Regulations or other Applicable Laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the IAPLs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.”

“**RESOLVED FURTHER THAT** subject to the approval of the shareholders of the Company, the Board either by itself or through any other committee or sub-committee thereof constituted by the Board, be and is hereby authorized to do such acts, deeds and things as the board or the committee or sub-committee thereof in its absolute discretion deems necessary or desirable in connection with the Offer.”

“**RESOLVED FURTHER THAT** the Equity Shares so allotted / transferred in the IPO shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares, including any rights in respect of dividend payable for the entire year after the date of allotment.”

“**RESOLVED FURTHER THAT** Mr. Kamalakkannan Govindaraj, Managing Director & Chairman and Mr. Chetan Shankarlal Soni, be and are hereby authorized jointly or severally to file necessary forms with the RoC and any other authorities and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, agreements, certificates or any other document as may be required in order to give effect to these resolutions.”

“**RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of any of the directors of the Company or the Company Secretary, wherever required.”

#### **14. AUTHORITY TO SIGNING OF LEGAL DOCUMENTS AND IPO RELATED DOCUMENTS:**

Pursuant to the provisions of Section 179 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, the Board of Directors of ICODEX PUBLISHING SOLUTIONS LIMITED ("the Company") hereby passes the following resolution:

"**RESOLVED THAT** the Company be and is hereby authorized to execute, affix the common seal (if applicable) and deliver any and all documents, instruments, and agreements, including but not limited to legal documents and documents related to the Initial Public Offering (IPO) of the Company, as may be required in connection with the IPO and for any other purpose as deemed necessary.

**FURTHER RESOLVED THAT** Mr. Kamalakkannan Govindaraj, Managing Director & Chairman and Mr. Chetan Shankarlal Soni, Whole-Time Director be and are hereby jointly or severally authorized to execute and sign on behalf of the Company, all legal and IPO-related documents, agreements, and instruments necessary to give effect to this resolution and to represent the Company before all authorities, regulators, and stakeholders involved in the process.

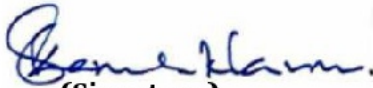
**FURTHER RESOLVED THAT** any of the aforementioned authorized signatories be and are hereby authorized to appoint and constitute any person as their lawful attorney to perform all acts, deeds, and things on behalf of the Company as required in connection with the execution of any documents as stated above.

**FURTHER RESOLVED THAT** all the actions taken by the authorized signatories prior to this resolution in connection with the above matters be and are hereby ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** a copy of this resolution be provided to the concerned parties as necessary and upon request."

**15. VOTE OF THANKS:**

There being no other subjects for discussion, the meeting concluded at 8:30 P.M., with a vote of thanks to the chair.



**(Signature)  
Chairman**

**Date of entry: 05/02/2025**

**Date of Signing: 05/02/2025**