

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF iCODEX PUBLISHING SOLUTIONS LIMITED ON THURSDAY, THE 29<sup>TH</sup> DAY OF AUGUST 2024 THROUGH VIDEO CONFERENCING (VC) AT 11:37 A.M. AT BOARD ROOM AT OFFICE - 102, FIRST FLOOR, SUMAN BUSINESS PARK, KALYANI NAGAR, VIMAN NAGAR, PUNE - 411014, MAHARASHTRA, INDIA.**

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**TO CONSIDER AND APPROVE RAISING FUNDS THROUGH INITIAL PUBLIC OFFERING (IPO) ON THE SME PLATFORM AND GRANTING AUTHORITY TO INDCAP ADVISORS PRIVATE LIMITED FOR PUBLISHING THE INITIAL PUBLIC OFFER (IPO):**

The Chairman proposes a discussion among the shareholders regarding the company's need for funds and suggests raising capital through an Initial Public Offering (IPO). The Chairman also proposes granting authority to INDCAP ADVISORS PRIVATE LIMITED as the merchant banker for the upcoming IPO of our company. A resolution has been submitted by the Chairman for consideration and approval by the shareholders: The Chairman proposed the following resolution, which was seconded by Mr. Chetan Shankarlal Soni.

**“RESOLVED THAT**, pursuant to the provisions of Section 23 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“LODR Regulations”), and such other applicable laws, rules, and regulations as may be applicable, including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force, and subject to the Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to raise funds through an Initial Public Offering (IPO) by issuing, offering, and allotting equity shares of the Company, in one or more tranches, to the public, including retail investors, qualified institutional buyers (QIBs), and non-institutional investors, as may be permitted under the SME Platform and amount as may be determined by the Board of Directors.

**RESOLVED FURTHER THAT**, the equity shares so issued shall rank pari-passu in all respects with the existing equity shares of the Company, including in respect of dividend and other corporate benefits.

**RESOLVED FURTHER THAT**, INDCAP ADVISORS PRIVATE LIMITED, the merchant bankers of the Company, are hereby authorized to assist with the publication of the Initial Public Offering (IPO) of the Company, the drafting of the Red Herring Prospectus (RHP), and any other acts and deeds that are necessary.

**RESOLVED FURTHER THAT**, the Board either by itself or through the IPO Committee thereof, be and is hereby authorised, on behalf of the Company, to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Issue and the consequent listing of the Equity Shares on the recognized Stock Exchanges on behalf of, and in the best interests, of the Company, including determination of the terms of the Issue, the timing, size and price, in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws.

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

Certified True Copy  
By Order of the Board of Directors  
For ICODEX PUBLISHING SOLUTIONS LIMITED

  
KAMALAKKANNAN GOVINDARAJ  
Whole-Time Director  
DIN: 08144289  
Date: 29/08/2024  
Place: Pune

  
  
CHETAN SHANKARLAL SONI  
Whole-Time Director  
DIN: 00734127

**XPLANATORY STATEMENT**  
(PURSUANT TO SECTION 102 AS PER THE APPLICABLE SECTIONS OF  
THE COMPANIES ACT 2013)

This explanatory statement has been prepared in compliance with Section 102 of the Companies Act, 2013, The Board of Directors at their meeting held on WEDNESDAY, THE 28<sup>TH</sup> DAY OF AUGUST, 2024, approved the proposal to seek approval for raising funds through an Initial Public Offering (IPO) on the SME platform, as well as to authorize **INDCAP ADVISORS PRIVATE LIMITED** to assist in this process.

**Background of the Proposal:**

The company has identified a critical need for capital to support its growth, enhance operational capabilities, and pursue new opportunities in the market. To meet these financial requirements, the Board proposes to raise funds through an Initial Public Offering (IPO), which will allow the company to reach a broader investor base and access significant capital.

**Details of the IPO:**

The IPO will entail the issuance, offering, and allotment of equity shares to the public, which may include retail investors, qualified institutional buyers (QIBs), and non-institutional investors, as permissible under the SME platform. The exact amount and terms of the IPO will be finalized by the Board of Directors, adhering to the guidelines provided by the Securities and Exchange Board of India (SEBI) and other relevant statutory norms.


**Appointment of Merchant Banker:**

To facilitate the IPO process, INCAP ADVISORS PRIVATE LIMITED has been proposed as the merchant banker for this Offering. Their role will encompass assisting the company in preparing the Red Herring Prospectus (RHP), managing regulatory requirements, and ultimately ensuring the successful launch of the IPO.

**Authority to the Board and IPO Committee:**

The Board and IPO Committee seeks the authority to undertake all necessary actions related to the IPO, including crafting, negotiating, and executing requisite documents, determining the size and timing of the issue, setting the price band, and complying with all applicable legal requirements. Such delegation empowers the Board to act swiftly and efficiently in the best interests of the company and its stakeholders.

**By Order of the Board of Directors**  
**For iCODEX PUBLISHING SOLUTIONS LIMITED**



**KAMALAKANNAN GOVINDARAJ**

**Whole-Time Director**

**DIN: 08144289**

**Date: 29/08/2024**

**Place: Pune**



**CHETAN SHANKARLAL SONI**

**Whole-Time Director**

**DIN: 00734127**