

**INNOVA CAPTAB LIMITED**

1281/1, Hilltop Industrial Estate, Near EPIP,  
Phase-I, Jharmajri, Baddi, Dist. Solan  
(H.P.)-173205 India.  
Phone : +91-78078 08460



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 08<sup>TH</sup>/2023-24 MEETING OF BOARD OF DIRECTORS OF INNOVA CAPTAB LIMITED HELD ON THURSDAY , 14<sup>TH</sup> DAY OF DECEMBER, 2023 THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS ("VC/OAVM") AT SECOND FLOOR, SCO NO. 301 SECTOR 9, PANCHKULA, HARYANA 134109, INDIA.**

**APPROVAL AND ADOPTION OF THE RED HERRING PROSPECTUS IN RELATION TO THE INITIAL PUBLIC OFFERING OF THE COMPANY**

**"RESOLVED THAT** the red herring prospectus of the Company dated ] ("RHP") in respect of the initial public offer of equity shares of face value of ₹ 10 each ("Equity Shares") of the Company [comprising of a fresh issue of up to [●] equity shares aggregating up to ₹ 3,200.00 million ("Fresh Issue") and an offer for sale of up to 5,580,357 equity shares ("Offered Shares") aggregating up to ₹ [●] million, comprising of up to 1,953,125 equity shares aggregating up to ₹ [●] million by Manoj Kumar Lohariwala, up to 1,953,125 equity shares aggregating up to ₹ [●] million by Vinay Kumar Lohariwala (together with Manoj Kumar Lohariwala, the "Promoter Selling Shareholders") and up to 1,674,107 equity shares aggregating up to ₹ [●] million by Gian Parkash Aggarwal (the "Other Selling Shareholder", and together with the Promoter Selling Shareholders, the "Selling Shareholders", and such offer for sale of Equity Shares by the Selling Shareholders, the "Offer For Sale").] 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 and the Selling Shareholders in consultation with the Book Running Lead Managers to the Offer, within the price band to be decided by the Company and the Selling Shareholders in consultation with the Book Running Lead Managers to the Offer, as placed before the Board and containing the requisite information as prescribed by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and prescribed in the letter dated July 21, 2022, the email dated August 23, 2022, and the letter dated January 11, 2023, from the Securities and Exchange Board of India ("SEBI"), the Companies Act, 2013 read with the rules made thereunder, each as amended, or any statutory modification(s) or re-enactment(s) thereof and other applicable laws and regulations, be and is hereby approved for filing with the Registrar of Companies, Maharashtra at Mumbai (the "RoC"), SEBI, BSE Limited and the National Stock Exchange of India Limited and such other authorities or persons as may be required, and is taken on record.

**RESOLVED FURTHER THAT** the preliminary international wrap dated [●] of the Company which is placed before the Board in respect of the Offer ("Preliminary International Wrap"), be and is hereby approved.

**RESOLVED FURTHER THAT** the IPO Committee, as constituted, be and is hereby authorised to make any further or subsequent alterations, additions, omissions, variations, deletions, amendments or corrections to the RHP and/or to the Preliminary International Wrap, if any, and to finalise the RHP and the Preliminary International Wrap, and to submit the RHP with the RoC and thereafter submit the same with SEBI, BSE Limited and the National Stock Exchange of India Limited and such other authorities or persons as may be required, as it, in its sole and absolute discretion deems fit, and the making of such alterations, additions, omissions, variations, deletions, amendments or corrections will be deemed to have been approved by the Board of Directors.

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**RESOLVED FURTHER THAT** each of the directors and the chief financial officer of the Company be and are hereby authorised to sign the RHP for and on behalf of the Company and to file the same with the regulatory authorities, as may be required under applicable laws.

**RESOLVED FURTHER THAT** any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the RHP that may be filed with the RoC, SEBI, the stock exchanges or any other regulatory authority, be and is hereby approved in accordance with applicable law.

**RESOLVED FURTHER THAT,** Mr. Manoj Kumar Lohariwala, Chairman & Whole-Time Director and/or Mr. Vinay Kumar Lohariwala, Managing Director, and/or Mr. Gaurav Srivastava , Chief Financial Officer be and/or Ms. Neeharika Shukla, Company Secretary and Compliance Officer be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the foregoing resolution, 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 interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the Book Running Lead Managers appointed in this respect.

**RESOLVED FURTHER THAT** a copy of the foregoing resolution, certified to be true by any of the directors of the Company or the company secretary of the Company, be forwarded to the authorities concerned for necessary action."

For and on behalf of Innova Captab Limited

A handwritten signature in black ink, appearing to read "N. Shukla", written over a circular stamp.

Authorised Signatory

Name: Neeharika Shukla

Designation: Company Secretary and Compliance Officer