

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF "INNOVA CAPTAB LIMITED" HELD ON MONDAY, 27TH DAY OF JUNE 2022 THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS ("VC/OAVM").

TO APPROVE AND ADOPT THE DRAFT RED HERRING PROSPECTUS

"RESOLVED THAT, the Draft Red Herring Prospectus for the proposed initial public offering (the **"Offer"**) of equity shares of Innova Captab Limited (the **"Company"**) of face value of ₹ 10 each (the **"Equity Shares"**), consisting of a fresh issue of such number of equity shares aggregating up to ₹ 4,000 million and an offer sale of up to 9,600,000 equity shares 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 (the **"SEBI ICDR Regulations"**), and as agreed to by the Company in consultation with the book running lead managers to the Offer (**"BRLMs"**), containing as required under the notified provisions of the Companies Act, 2013 as amended, and the rules and regulations framed there under, (the **"Companies Act"**) and the SEBI ICDR Regulations and other applicable law, a copy of which is placed before the Board, be and is hereby approved and adopted for filing with the Securities and Exchange Board of India (the **"SEBI"**) and the relevant stock exchanges, as the case may be, and such other governmental or supervisory authorities or persons as may be required, in accordance with the applicable provisions of the Companies Act, the SEBI ICDR Regulations and other applicable law, and to it being duly signed by the directors of the Company, the chief financial officer and the selling shareholders (or their duly authorized representatives).

RESOLVED FURTHER THAT, Mr. Manoj Kumar Lohariwala, Chairman and Whole-time Director and/or Mr. Vinay Kumar Lohariwala, Managing Director, and/or Mr. Jayant Vasudeo Rao, Whole-time Director, and/or Mr. Archit Aggarwal, Non-Executive Director, and/or Ms. Priyanka Dixit Sibal, Non-Executive Independent Director, and/or Mr. Shirish Gundopant Belapure, Non-Executive Independent Director, and/or Mr. Sudhir Kumar Bassi, Non-Executive Independent Director, and/or Mr. Mahender Korhiwada, Non-Executive Independent Director of the Company and/or Mr. Rishi Gupta, the Chief Financial Officer and/or Ms. Neeharika Shukla, Company Secretary & Compliance Officer, be and hereby authorized to sign the said Draft Red Herring Prospectus on behalf of the Company and file the same with the SEBI for their observations and with the relevant stock exchanges for obtaining their in-principle approval and for listing purposes and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the afore going resolutions.

RESOLVED FURTHER THAT, the IPO Committee, as constituted on May 09, 2022, be and is hereby authorized to undertake, approve and adopt any subsequent changes, correction, updates, alterations, revisions, modifications or amendments in the Draft Red Herring Prospectus, including dating of the Draft Red Herring Prospectus, in accordance with the applicable law and regulations prior to filing with the SEBI.

RESOLVED FURTHER THAT, the IPO Committee be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable for such purpose, including, without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

RESOLVED FURTHER THAT, Mr. Manoj Kumar Lohariwala, Chairman and Whole-time Director and/or Mr. Vinay Kumar Lohariwala, Managing Director of the Company and/or Mr. Rishi Gupta, the Chief Financial Officer and/or Ms. Neeharika Shukla, Company Secretary & Compliance Officer, be and is hereby authorized to take all steps for giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution under the signature of any of the Directors be submitted with the concerned regulatory authorities.”

//Certified True Copy//

For Innova Captab Limited



Mr. Rishi Gupta
Chief Financial Officer

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TO OBTAIN IN-PRINCIPLE APPROVAL FOR LISTING THE EQUITY SHARES ON BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED

"RESOLVED THAT Innova Captab Limited (the "Company") may make applications to the BSE Limited and the National Stock Exchange of India Limited (together the "Stock Exchanges") for in-principle approvals for trading and listing of its equity shares and file such papers and documents, tabled before the members of the Board, containing the requisite information as prescribed by applicable laws and regulations, including a copy of the draft red herring prospectus filed with the Securities and Exchange Board of India, as may be required for the purpose of this initial public offer."

"RESOLVED FURTHER Mr. Manoj Kumar Lohariwala, Chairman and Whole-time Director and/or Mr. Vinay Kumar Lohariwala, Managing Director and/or Mr. Rishi Gupta, Chief Financial Officer and/or Ms. Neeharika Shukla, Company Secretary & Compliance Officer, be and are hereby severally or jointly authorised to negotiate, finalise, execute and deliver the agreement with the BSE Limited and the National Stock Exchange of India Limited, and to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, 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."

//Certified True Copy//

For Innova Captab Limited

Mr. Rishi Gupta
Chief Financial Officer