

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE MEMBERS OF ACCESS POINT INDIA LIMITED HELD AT 5, T.F. RAJA COMPLEX, RAJA COMPLEX VIJAY 4 RASTA, NAVRANGPURA, AHMEDABAD 380009, GUJARAT, INDIA AS ON MONDAY, 30TH DAY OF JUNE, 2025, AT 11.00 A.M.

AUTHORISING THE ISSUE

“RESOLVED THAT in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, pursuant to the provisions of sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations notified thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the **“Companies Act”**), the Securities Contracts (Regulation) Act, 1956, as amended, in each instance, including the rules, regulations, circulars, guidelines issued thereunder, 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, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (**“GoI”**), including the Department for Promotion of Industry and Internal Trade (**“DPIIT”**), Securities and Exchange Board of India (**“SEBI”**) or Reserve Bank of India (**“RBI”**), and any other applicable laws, rules and regulations, in India or outside India (collectively, the **“Applicable Laws”**), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreements to be entered into between the Company and the respective recognised stock exchanges of India where the Equity Shares are proposed to be listed (**“Stock Exchanges”**), and subject to any approvals from the GoI, the Registrar of Companies, Gujarat at Ahmedabad (**“RoC”**), SEBI, RBI, the Stock Exchanges, the DPIIT and any other appropriate governmental, statutory and regulatory authorities of India (**“Regulatory Authorities”**) and any third parties, and such other approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and such third parties (if any) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board (which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to create, issue, offer and allot Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the fresh issue aggregates up to **34,00,000 Equity Shares (“Fresh Issue”)** (with an option to the Company to retain an over-subscription to the extent of 1% of the net Issue (defined below) size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in consultation with the designated stock exchange) including the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations at a price as may be determined by the Board of Directors, through fixed price issue process, in consultation with the Lead Manager and as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, one or more of the members, employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, systemically important non-banking finance companies, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons in one or more combinations thereof, whether through the Issue or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws and in one or more tranches in consultation with the LM /or other

advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the LM and that the Board in consultation with the LM may finalise all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Equity Shares allotted pursuant to the Issue shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Equity Shares so allotted under the Issue (including any reservation or green shoe option) 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 of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT

1. All the monies received out of the issue of shares to the public shall be transferred to separate bank account referred to in Sub-section (3) of Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the Issue referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the issue of shares, if any, referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested;
4. Object of the issue is Working Capital Requirement, General Corporate Purpose (GCP), Repayment of Loans (except repayment of loans owed to promoters, promoter group or related parties directly or indirectly), Investment in Subsidiaries, Capital Expenditure towards Expansion/Diversification, Various Marketing Initiatives, Public Issue Expense or any other object as may be decided by Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any allotment of Equity Shares pursuant to the Issue, the Board, or any committee thereof, in consultation with the LM, be and is hereby authorised to determine the terms of the Issue including the class of investors to whom the Equity Shares are to be allotted, the number of Equity Shares to be allotted in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), Reservations, listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Issue including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with LM, underwriters, escrow agents, legal counsel, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Issue, and allotment of the Equity Shares and utilization of the Issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, Mr. Bherusingh Rajput, Managing Director and Mr. Hemendrasinh Dilipsinh Solanki, Director of the Company be and are hereby severally authorised to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT any of the Directors of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.

RESOLVED FURTHER THAT, any of the Directors of the company be and are hereby severally authorized to take all steps for giving effect to the aforesaid Resolution including filing of the necessary forms with the RoC."

For and on behalf of the Board

ACCESS POINT INDIA LIMITED

HEMENDRASINH CHILPISINH SOLANKI
DIRECTOR

DIN: 06467793



Date: 07.07.2025

Place: AHMEDABA

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE MEMBERS OF ACCESS POINT INDIA LIMITED HELD AT 5, T.F. RAJA COMPLEX, RAJA COMPLEX VIJAY 4 RASTA, NAVRANGPURA, AHMEDABAD 380009, GUJARAT, INDIA AS ON MONDAY, 30TH DAY OF JUNE, 2025, AT 11.00 A.M.

INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to approval of the Board in its meeting held on 19th June, 2025 and the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Master Direction No. 11/2017-18 issued by the RBI, as amended up to date, the Consolidated Foreign Direct Investment Policy Circular of 2020, as amended and the Companies Act, 2013, as amended, and the rules and regulations notified thereunder (collectively referred to as the “**Companies Act**”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“**RBI**”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (“**Board**”), the limit of investment by NRIs and OCIs in the equity shares bearing face value of ₹ 10/- each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended is increased from 10% to 24 % of the paid-up equity share capital of the Company.”

“RESOLVED FURTHER THAT, to give effect to the above resolutions, any of the Directors of the company, be and is hereby authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.”

“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.”

For and on behalf of the Board
ACCESS POINT INDIA LIMITED

HEMENDRASINJI PHILIP SOLANKI
DIRECTOR
DIN: 06467793

Date: 07.07.2025
Place: AHMEDABAD

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE MEMBERS OF ACCESS POINT INDIA LIMITED HELD AT 5, T.F. RAJA COMPLEX, RAJA COMPLEX VIJAY 4 RASTA, NAVRANGPURA, AHMEDABAD 380009, GUJARAT, INDIA AS ON MONDAY, 30TH DAY OF JUNE, 2025, AT 11.00 A.M.

INCREASE IN BORROWING LIMITS OF THE COMPANY

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the articles of association of the Company, consent is be and hereby accorded to the Board to borrow any sum or sums of money from time to time at their discretion for the purpose of the business of the Company, from any one or more banks, financial institutions, mutual funds and other persons, firms, bodies corporate or by way of loans or credit facilities (fund based or non-fund based) or by issue of bonds on such terms and conditions and with or without security as the Board may think fit, which together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) and being borrowed by the Board at any time shall not exceed in the aggregate ₹ 250 Crore (Rupees Two Hundred and Fifty Crore Only) which shall remain outstanding at any given point of time irrespective of the fact that such aggregate amount of borrowings outstanding at any time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution any of the Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Gujarat at Ahmedabad, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any of the Directors of the Company be furnished to any government, statutory or regulatory authority as may be required from time to time.”

For and on behalf of the Board
ACCESS POINT INDIA LIMITED

HEMENDRASINH CHANDRANATH SOLANKI
DIRECTOR
DIN: 06467793

Date: 07.07.2025
Place: AHMEDABAD

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APPROVAL OF TRANSACTIONS LIMIT UNDER THE PROVISIONS OF SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013 NOT EXCEEDING RUPEES 250 CRORES:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any amendment thereto or re-enactment thereof) and the Articles of Association of the Company, subject to the approval of members of the company, consent of the Board of Directors be and is hereby accorded (hereinafter referred to as the "Board" which term shall be deemed to include any of the existing Committee of the Board or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) to create charge by way of pledge, mortgage, hypothecation, encumbrances or otherwise, in addition to the existing charges, hypothecation, mortgages and other encumbrances created by the Company, in such form and manner and with such ranking and at such a time and on such terms as the Board may determine, on all or any part of the movable and/or immovable properties and assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, together with the power to takeover the management of the business and concern of the Company in certain events of default in favour of the banks, financial institutions, corporate bodies, debenture holders, trustee of debenture holders, mutual funds, trustees of the mutual funds, and/or any other lending agencies or persons (the "Lenders") for securing the borrowings (together with interest, costs, damages, charges, liquidated damages, commitment charges, premia on pre-payment, premium, if any, on redemption and any other money payable thereof) availed / to be availed by the Company and /or any of its holding company/ subsidiary(ies)/ co-subsiary (ies) / associate(s)/ group companies or other person(s) provided that the total amount secured by such pledge, charges, mortgages, hypothecations and/or any other encumbrance/ security, if any, shall not at any time exceed Rs. 250 crore/- (Rupees Two Hundred and Fifty Only) outstanding at any time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution any of the Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Gujarat at Ahmedabad, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be."

For and on behalf of the Board
ACCESS POINT INDIA LIMITED

HEMENDRASIN SOLANKI
SOLANKI DIRECTOR
DIN: 06467793



Date: 07.07.2025
Place: AHMEDABAD

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TO INCREASE LIMIT OF INTER CORPORATE LOAN AND ADVANCES UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

“RESOLVED THAT pursuant to Section 185 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and the consent of the Shareholders be and hereby accorded to increase to provide Intercompany Loan and Advances limit upto Rs. 250 Crores (Rupees Two Hundred and Fifty Crores).”

RESOLVED FURTHER THAT, to give effect to the above resolutions, any of the Directors of the Company, be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.

For and on behalf of the Board
ACCESS POINT INDIA LIMITED


HEMENDRASINH D. PARSANI
DIRECTOR
DIN: 06467793



Date: 07.07.2025
Place: AHMEDABAD

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE MEMBERS OF ACCESS POINT INDIA LIMITED HELD AT 5, T.F. RAJA COMPLEX, RAJA COMPLEX VIJAY 4 RASTA, NAVRANGPURA, AHMEDABAD 380009, GUJARAT, INDIA AS ON MONDAY, 30TH DAY OF JUNE, 2025, AT 11.00 A.M.

APPROVAL UNDER SECTION 186 OF COMPANIES ACT, 2013 TO MAKE LOANS, INVESTMENT ETC.

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act, approval of members is hereby accorded to the board of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate not exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, as they may in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 250 crores (Rupees Two Hundred and Fifty Crores only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantee(s) and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT, to give effect to the above resolutions, any of the Directors of the Company, be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.

For and on behalf of the Board
ACCESS POINT INDIA LIMITED


HEMENDRASINH P. SOLANKI
DIRECTOR
DIN: 06467793



Date: 07.07.2025
Place: AHMEDABAD