VINOD TEXWORLD LIMITED
(Formerly Known as VINOD TEXWORLD PRIVATE LIMITED)
CIN: U17200GJ2012PLC071210
REGISTERED ADDRESS: 185/2, SAIJPUR, GOPALPUR, OPP. SHANTI PROCESS, PIPLAJ PIRANA ROAD, AHMEDABAD, GUJARAT, INDIA, 382405
EMAIL ID: ho@vinodtexworld.com MOBILE NO: +91 7069030829

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE MEMBERS OF VINOD TEXWORLD LIMITED (Formerly Known as VINOD TEXWORLD PRIVATE LIMITED) HELD ON THURSDAY 28TH AUGUST, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 185/2, SAIJPUR, GOPALPUR, OPP. SHANTI PROCESS, PIPLAJ PIRANA ROAD, AHMEDABAD, GUJARAT, INDIA, 382405 AT 11:00 A.M.

APPROVAL FOR INITIAL PUBLIC OFFER:

"**RESOLVED THAT** pursuant to the provisions of section 62(1)(c), section 23 and all 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 rules made thereunder, as amended from time to time (collectively referred to as the **Act**) and provisions of the Memorandum of Association and Articles of Association of the Company and Listing Agreement to be entered into with the Stock Exchange, where the Company's equity shares are proposed to be listed and subject to the approval to the extent necessary of the Government of India, Securities and Exchange Board of India (**SEBI**), the Registrar of Companies (**ROC**), Reserve Bank of India (**RBI**) and all other concerned statutory and other authorities and to the extent necessary, such other approvals, consents, permissions, sanctions and the like as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which shall include a duly authorized Committee for the time being exercising the powers conferred upon it by the Board including the powers conferred by this Resolution and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956 (**"SCRA"**), the Securities Contract (Regulation) Rules, 1957, as amended ('**SCRR**') as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**'SEBI Listing Regulations'**) and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by SEBI including any other applicable laws, rules and regulations issued by competent authorities (the "**Applicable Laws**"), the consent of the Members of the Company be and is hereby accorded, and the Board be and is hereby authorized to create, offer, issue and allot equity shares of the face value of Rs. 10/- (Rupees ten only) each, ranking pari-passu with the existing equity shares of the Company (the Equity Shares), at par or at a premium, so however that the total amount to be raised including amount of securities premium by such offerings shall not exceed **Rs. 49,00,00,000 (Rupees Forty Nine Cores Only) ("the Issue")**; to any category of person or persons as permitted under applicable laws , who may or may not be the shareholder(s) of the Company as the Board may its sole discretion decide , , each as defined under the SEBI Regulations, one or more of the Members of the Company, eligible employees (through a reservation or otherwise), Hindu undivided families, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, or any other category of investors as may be permitted to invest under Applicable Laws by way of the Offer in consultation with the Lead Managers/ Book Running Lead Manager ("LMs"/"BRLMs") and/or underwriters and/or other advisors or such persons appointed for the Offer, and on the terms and conditions as the Board may in its absolute sole discretion decide including the price at which the equity shares are to be issued, at par or at premium and for cash or other consideration and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit."

"**RESOLVED FURTHER THAT** all the new equity shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se in all respects with the existing equity shares of the Company."

"**RESOLVED FURTHER THAT** in case of oversubscription no allotment shall be made by the issuer in excess of the specified securities offered through the offer document,except in the case of oversubscription for the purpose of rounding off to make allotment in consultation with the designated stock exchange, and further, in the case of oversubscription, an allotment of not more than ten per cent of the net offer to the public may be made for the purpose of making allotment in minimum lots, in accordance with the Regulation 268 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018."

"**RESOLVED FURTHER THAT** such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute sole discretion may think most beneficial to the Company including offering or placing them with Banks/ Financial Institutions / Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute sole discretion decide."

"**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law and in consultation with the BRLMs/LMs."

"**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the Members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized 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 Offer; 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** the Board and any other committee thereof, be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, the following:

(i) any Committee of the Board for the purposes of issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including the pricing and terms of the Equity Shares, the Offer price,, the size and all other terms and conditions of the Offer including the number of Equity Shares to be issued, offered and transferred in the Offer, the bid/Offer opening date and bid / Offer closing date, determining the classes of investors to whom Equity Shares may be allotted or transferred, , as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;

(ii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Offer;

(iii) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

(iv) to invite the existing shareholders of the Company to participate in the Offer to offer for sale Equity Shares held by them at the same price as in the Offer;

(v) to open and operate bank account(s) of the Company in terms of the escrow and sponsor bank agreement, as applicable and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(vi) appointing the BRLMs/LMs in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;

(vii) to decide, negotiate and finalize the pricing, the terms of the issue of the Equity Shares and all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with investors, in consultation with the BRLMs/LMs;

(viii) seeking, if required, any approval, consent or waiver from the Company's lenders, industry data providers and / or parties with whom the Company has entered into various commercial and other arrangements / agreements including, without limitation, customers, suppliers, strategic partners of the Company, and / or any / all concerned governmental and regulatory authorities in India, including the RBI and SEBI and / or any other approvals, consents or waivers that may be required in connection with the issue, transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;

(ix) deciding in consultation with the BRLMs the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;

(x) approving the draft prospectus, and prospectus (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLMs/LMs, in accordance with Applicable Laws;

(xi) settling any questions, difficulties or doubts that may arise in relation to the Offer, in consultation with the BRLMs/LMsif the need so arises;

(xii) approving suitable policies on insider trading, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;

(xiii) seeking the listing and trading approval of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and trading approval;

(xiv) appointing, in consultation with the BRLMs/LMs, the registrar, advertisement agency, monitoring agency and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws, as well as legal counsels and banks or other agencies concerned and entering into any agreements or other instruments for such purpose, to remunerate all such intermediaries / agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries / agents;

(xv) finalizing and arranging for the Draft Prospectus to be submitted to the the Stock Exchanges for receiving comments, the Prospectus to be filed with the SEBI, Stock Exchanges and Registrar of Companies, and any corrigendum, addendum, amendments or supplements thereto;

(xvi) authorizing of the maintenance of a register of holders of the Equity Shares;

(xvii) finalizing of the basis of allotment of the Equity Shares in accordance with Applicable Laws;

(xviii) issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws;

(xix) delegating its powers as may be deemed necessary and to the extent allowed under Applicable Laws to the committees of the Board or the officials of the Company;

(xx) approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds;

(xxi) accepting and appropriating of the proceeds of the Offer in accordance with Applicable Laws; and

(xxii) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Offer.

"**RESOLVED FURTHER THAT** any Directors of the Company and/or any Committee of the Board, be and is hereby authorized to file the required forms with the Registrar of Companies, to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company."

"**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions."

Certified True Copy

FOR and on behalf of
VINOD TEXWORLD LIMITED
(Formerly Known as VINOD TEXWORLD PRIVATE LIMITED)

YASH VINOD MITTAL
(Managing Director)
DIN: 02294797

DATE: 28/08/2025
PLACE: AHMEDABAD

VINOD TEXWORLD LIMITED
(Formerly Known as VINOD TEXWORLD PRIVATE LIMITED)
CIN: U17200GJ2012PLC071210
REGISTERED ADDRESS: 185/2, SAIJPUR, GOPALPUR, OPP. SHANTI PROCESS, PIPLAJ PIRANA ROAD, AHMEDABAD, GUJARAT, INDIA, 382405
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no. 02

From time to time, your Board has to consider the proposals for the diversification into the areas that would be profitable for the Company as part of its diversification plans. Hence, in order to finance the expansion plans, meeting the working capital requirements and other objects of the Company and to achieve the benefits of listing, it is proposed to make an Initial Public Offer of the equity shares of the Company. The proceeds of the offer are to be utilized for the purposes that shall be disclosed in the prospectus to be filed with the Stock Exchange in connection with the Offer, including the General Corporate Purpose.. The Board has authority to modify the above objects on the basis of the requirements of the Company, subject to applicable law.

The Company proposes to undertake an initial public offering of equity shares of face value of ₹10 each of the Company ("**Equity Shares**") which shall consist of a fresh issue of Equity Shares ("**Fresh Issue**") , the "**Offer**"). The Company intends to at the discretion of the board of directors of the Company ("**Board**"), undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers ("**BRLMs**")/ Lead Manager ("LMs") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary. In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 ("**Companies Act**"), the approval of the shareholders of the Company is required through a special resolution.

Certified True Copy

For and behalf of
VINOD TEXWORLD LIMITED
(Formerly Known as VINOD TEXWORLD PRIVATE LIMITED)

YASH VINOD MITTAL
(Managing Director)
DIN: 02294797

DATE: 28/08/2025
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