

**TECHDEFENCE LABS SOLUTIONS LIMITED**

**CIN: U72900GJ2017PLC095215**

**R.O: 901 TO 904, 9TH FLOOR, ABHISHREE ADROIT, NR. MANSI CROSS ROAD, NR. SWAMINARAYAN TEMPLE, VASTRAPUR, AHMEDABAD, GUJARAT-380015**

**EMAIL ID.: sunny@techdefencelabs.com CONTACT NO.: 917927541742**

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE MEMBERS OF TECHDEFENCE LABS SOLUTIONS LIMITED HELD ON THURSDAY 26<sup>TH</sup> DECEMBER, 2024 AT 06:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 901 TO 904, 9TH FLOOR, ABHISHREE ADROIT, NR. MANSI CROSS ROAD, NR. SWAMINARAYAN TEMPLE, VASTRAPUR, AHMEDABAD, AHMEDABAD, GUJARAT, INDIA, 380015**

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**RESOLUTION NO:1**

**TO AUTHORIZE THE BOARD TO BORROW MONEY PURSUANT TO SECTION 180(1)(C)**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow in any manner from time to time any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed by the Company together with the monies already borrowed or to be borrowed (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business), from the financial institutions, Company’s bankers and/or from any person or persons, firms, bodies corporate whether by way of loans, advances, deposits, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, which may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of Rs. of Rs. 25 Crore/- (Rupees Twenty-Five Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any director or Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Director of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**RESOLUTION NO: 2**

**TO AUTHORIZE BOARD TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

**"RESOLVED THAT** pursuant to the provisions of Section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification or re-enactment thereof and the Articles of Association of the Company, consent of members of the Company is accorded for making investment(s) in excess of limits specified under section 186 of the Companies Act, 2013 from time to time in acquisition of securities of anybody corporate or for giving loans, guarantees or providing securities to anybody or other person/entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 50 Crore/- (Rupees Fifty Crores Only), notwithstanding that such investment and acquisition together with existing investments of the Company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013, i.e. the limits available to the company is sixty percent of its paid-up share capital, free

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reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

**RESOLUTION NO: 3**

**TO APPROVE INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY**

**"RESOLVED THAT** pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof), the applicable provisions of Securities Contracts (Regulation) Act, 1956, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable laws or regulation in India, including without limitation, the provisions of the Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force) and the listing agreement to be entered into with the Stock Exchange where the equity shares and/or other securities of the Company are proposed to be listed on the SME/Startups platform and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ("SEBI"), Stock Exchange(s), the Reserve Bank of India ("RBI") Ministry of Corporate Affairs ("MCA"), the Registrar of Companies (the "RoC") and/ or any other competent authorities, and all other appropriate applicable statutory and/or regulatory requirements and subject to such approvals, consents, sanctions, permissions and conditions as may be prescribed by competent statutory and/or regulatory authorities, the consent of members of the Company be and is hereby accorded to issue, offer and allot equity shares of face value of Rs. 10/- ("Equity Shares"), each and such other securities which may be convertible into or exchangeable for Equity Shares, at a price including premium to be determined in accordance with the method as may be prescribed by SEBI ICDR Regulations, 2018 and subsequent amendments thereto ("ICDR Regulations"), up to 21,00,000 Equity Shares (Twenty One Lakhs Only) including the issue and allotment of Equity Shares and/or other securities to Market Maker, in accordance with the provisions of regulation 261 of chapter IX of the ICDR Regulations and/or other applicable statutory and/or regulatory requirements, to be issued, at par or at premium and for cash or other consideration as may be resolved by members.

**RESOLVED FURTHER THAT** such of these equity shares may also be issued on Pre-IPO Placement (as defined under SEBI ICDR Regulations) or to any category(ies) of persons as may be permissible in accordance with the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines in such manner, if any, and on such terms as the Board and/or its Committee in its absolute discretion may think most beneficial to the Company including without limitation, to negotiate, finalise and execute any document or agreement and any amendments or supplements thereto and generally do all such acts, deeds, matters and things in relation to all matters incidental to or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.

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

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otherwise as the Board may in its absolute discretion decide, subject to the SEBI ICDR Regulations and other regulations, as applicable.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise and execute the Offer Document(s), Form of Application, appointment of the Book Running Lead Manager/Lead Manager(s), Registrar to the Issue/Offer, Market Maker(s), Nominated Investors and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Issue/Offer, enter into stand-by-arrangement with Brokers/Bankers/Book Running Lead Manager/Lead Manager for the whole or the part of the Issue/Offer and on such terms and conditions within the broad framework of parameters as prescribed by the Concerned authorities, and do all such acts, deeds and things as it may, in its sole discretion, deem necessary and settle any or all matters arising with respect to the Issue/Offer, allotment and utilisation of the proceeds of the issue of Equity Shares and further to do all such acts, deeds and things and finalise and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed initial public offering, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard.

**RESOLVED FURTHER THAT** in terms of the Act and all other applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorised at its option to make an allotment of not more than 1% of the net issue/offer to public for the purpose of making allotment in minimum lots, in case of oversubscription.

**RESOLVED FURTHER THAT** the Board or a Committee constituted thereof as the Board may constitute in this regard, be entitled to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchange(s).

**RESOLVED FURTHER THAT** for the purpose of undertaking the IPO and/or to give effect to the above, the Board or a Committee constituted thereof be and is hereby authorised to do all such acts, things or deeds as may be necessary for the issuance and allotment of the said Equity shares and to take such action or give such directions as may be necessary or desirable, and to accept any modifications in the proposed and terms of the Issue/Offer, including the price of the Equity shares to be so issued, as may be considered necessary by the Board or as may be prescribed in granting approvals to the Issue/Offer and which may be acceptable to the Board and to decide the Basis of Allotment and settle any question or difficulty that may arise in regard to the Issue/Offer and Allotment of the Equity Shares.

**RESOLVED FURTHER THAT** for the purposes of giving effect to this resolution, the Board or such other Committee thereof as the Board may constitute in this regard, be and are hereby authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including without limitation to enter into escrow, underwriting, marketing, depository, market-making and any other arrangements or agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on stock exchange(s) in India with the power to act on behalf of the Company and to settle such question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit.

**RESOLVED FURTHER THAT** the Equity Shares to be so issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing equity shares of the Company, save and except that the said new equity shares shall be entitled to such

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payment of dividend as may be declared at any time after allotment thereof on the amount paid up thereon on pro rata basis with the existing shares of the Company.

**RESOLVED FURTHER THAT**

- i. All monies received by the Company out of the Issue/Offer and allotment of the Equity Shares to the public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- ii. Details of all monies utilised out of the Issue/Offer as referred to above shall be disclosed and continued to be disclosed until the time any part of the Issue/Offer proceeds remains unutilised under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised;
- iii. Details of all unutilised monies out of the Issue/Offer, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested; and
- iv. Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") subject to the amendment, as may be applicable in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

**RESOLVED FURTHER THAT** the Board and/or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of Equity Shares on one or more Stock Exchange(s) in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to trade in Equity Shares in a dematerialized form with regard to any such issue or allotment as it may in its absolute discretion deem fit and all such other acts necessary for the listing without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** the Board is authorized to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the shareholders of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any of the Directors or Company Secretary or authorized signatory, be and are hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

**RESOLUTION NO: 4 TO REGULARIZE THE APPOINTMENT OF ADDITIONAL DIRECTOR MR. MUKESHKUMAR DEVICHAND JAIN (DIN: 09740925) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

"**RESOLVED THAT** pursuant to Sections 149, 150, 152 and 161 read with Schedule IV of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and the Articles of Association of the Company, Mr. MUKESHKUMAR DEVICHAND JAIN (DIN: 09740925) who was appointed as an Additional Non-Executive-Independent Director by the Board of Directors with effect from 16th November, 2024 and who holds office up to the date of

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ensuing General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, who shall not be liable to retire by rotation, for a term of Five (5) consecutive years commencing from 16th November, 2024 to 15th November, 2029.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

**RESOLUTION NO: 5 TO REGULARIZE THE APPOINTMENT OF ADDITIONAL DIRECTOR MRS. VANDANA NAGPAL (DIN: 10836627) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and 161 read with Schedule IV of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and the Articles of Association of the Company, Mrs. VANDANA NAGPAL (DIN: 10836627) who was appointed as an Additional Non-Executive-Independent Director by the Board of Directors with effect from 16th November, 2024 and who holds office up to the date of ensuing General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, who shall not be liable to retire by rotation, for a term of Five (5) consecutive years commencing from 16th November, 2024 to 15th November, 2029.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

**RESOLUTION NO: 6 TO REGULARIZE THE APPOINTMENT OF ADDITIONAL DIRECTOR MR. HEMANT MISHRA (DIN:10883857) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and 161 read with Schedule IV of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and the Articles of Association of the Company, Mr. HEMANT MISHRA (DIN:10883857) who was appointed as an Additional Non-Executive-Independent Director by the Board of Directors with effect from 24th December, 2024 and who holds office up to the date of ensuing General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, who shall not be liable to retire by rotation, for a term of Five (5) consecutive years commencing from 24<sup>th</sup> December, 2024 to 23<sup>rd</sup> December, 2029.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

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**RESOLUTION NO: 7 PAYMENT OF SITTING FEES TO INDEPENDENT DIRECTORS OF THE  
COMPANY:**

“**RESOLVED THAT** pursuant to Section 197 (5) read with section 149 of regulation 17 and rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 amended till date, the members of the company be and is hereby accorded the company to pay the sitting fees of Rs. 25000/- per meeting to independent director for attending meetings of the Board or committees thereof as decided by the Board of Directors of the company, hereinafter the sitting fees will be calculated after the board meeting in which the independent directors got appointed.

**RESOLVED FURTHER THAT** the performance of independent directors shall be evaluated by directors other than independent directors.

**RESOLVED FURTHER THAT** any director of the company be and is hereby authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to the above resolution.”

**FOR TECHDEFENCE LABS SOLUTIONS LIMITED**



**SUNNY PIYUSHKUMAR VAGHELA  
MANAGING DIRECTOR  
DIN: 02068653**

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**Explanatory Statement**  
**pursuant to Section 102 of the Companies Act, 2013**

**Item no:1**

For business expansion and development and keeping in view the funds already they borrowed by the Company together with likely borrowing requirements of the Company in order to meet funds requirements in respect of the Project(s)/expansions/development/business undertaken or to be undertaken by the Company which may or will exceed the limit prescribed under section(1)(c) of section 180.

so, it is hereby proposed to authorize Board to borrow up to a sum of Rs. 25,00,00,000/- (twenty-Five Crores only) in manner as Board has prescribed for the Company.

In order to make borrowing in excess of limits specified under sub section (1)(c) of section 180 of Companies Act, 2013, Shareholders' approval is sought.

The Board recommends the aforesaid Special Resolution for your approval.

None of the Directors of the Company are concerned or interested in the said resolution except in the capacity as members of the Company.

**Item no:2**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

In accordance with the provisions Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for:-

making loans to any person or other bodies corporate;

giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and

acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:

1. 60% of the paid-up share capital and free reserves and securities premium account; or

2. 100% of the free reserves and securities premium account; whichever is higher.

Considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the limit up to an aggregate sum of Rs. 50 Crores.

No loan shall be given under this section at a rate of interest lower than the prevailing yield of one year, three years, five year or ten years Government Security closest to the tenor of the loan.

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The Board recommends passing the Special Resolution set out in Item No. 2 for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

**Item no: 3**

Your Board has accorded to issue equity shares of the company by way of an Initial Public Offer (IPO), in accordance with the provisions of section 23 and 62(1)(c) and required the approval of members in the Extraordinary General Meeting to be held on the aforesaid date.

Since the business of the company is expanding at very high pace, more funds are required. The company, in order to go public, need the approvals of various institutions and regulatory authorities such as SEBI, Stock Exchange etc. before raising capital by Initial Public Offer (IPO).

Subject to the approval of the shareholders through a Special Resolution and pursuant to the provisions of section 23 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules framed there under ("Act"), including any amendment thereto or re-enactment thereof, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI ICDR Regulations"), including any amendment thereto or reenactment thereof, for the time being in force), the Foreign Exchange Management Act, 1999 ("FEMA"), as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Reserve Bank of India or any other relevant statutory and other authorities from time to time, to the extent applicable, and subject to such other approvals, consents, permissions and sanctions as may be required from such authorities, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such authorities while granting such approvals, consents, permissions and sanctions, the consent of the Board of Directors has been taken to accorded to create, issue, offer and allot up to up to 21,00,000 Equity Shares (Twenty One Lakhs Only) of the face value of Rs 10 (Rupees Ten each) ("Equity Shares") for cash either at par or premium {with an option to retain an over-subscription to the extent of 1% of the net offer to the public for the purpose of rounding off to the nearest integer while finalizing the basis of allotment) in terms of the SEBI ( Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") at a price to be determined in terms of the ICDR Regulations ("Issue") or otherwise, out of the authorized capital of the Company through fresh issue of equity shares by way of Initial Public Offer, hence it recommends (he said resolution for approval by the members of the Company.

All the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent shares may be subscribed for and allotted in their names.

**Item no: 4**

The Board of Directors had appointed Mr. MUKESHKUMAR DEVICHAND JAIN (DIN: 09740925) as an Additional Non-Executive -Independent Director of the Company, for a term of Five (5) consecutive years, subject to approval of the Shareholders of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, he holds office up to the date of the ensuing General Meeting of the Company and is eligible for appointment as an Independent Director. During his tenure of appointment, he shall not be liable to retire by rotation.

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Mr. MUKESHKUMAR DEVICHAND JAIN (DIN: 09740925) is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director. The Company has received declaration from Mr. MUKESHKUMAR DEVICHAND JAIN (DIN: 09740925), confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. He has also furnished a further declaration that he is not debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI /MCA or any such Statutory Authority. The Board has formed an opinion that he fulfils the conditions specified in the Act and the rules made thereunder and is independent of the management.

Except Mr. MUKESHKUMAR DEVICHAND JAIN (DIN: 09740925), being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members of the Company.

**Item no: 5**

The Board of Directors had appointed Mrs. VANDANA NAGPAL (DIN: 10836627) as an Additional Non-Executive -Independent Director of the Company, for a term of Five (5) consecutive years, subject to approval of the Shareholders of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, she holds office up to the date of the ensuing General Meeting of the Company and is eligible for appointment as an Independent Director. During his tenure of appointment, she shall not be liable to retire by rotation.

Mrs. VANDANA NAGPAL (DIN: 10836627) is not disqualified from being appointed as Director in terms of section 164 of the Act and has given her consent to act as Director. The Company has received declaration from Mrs. VANDANA NAGPAL (DIN: 10836627), confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. She has also furnished a further declaration that she is not debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI /MCA or any such Statutory Authority. The Board has formed an opinion that she fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Except Mrs. VANDANA NAGPAL (DIN: 10836627), being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members of the Company.

**Item no: 6**

The Board of Directors had appointed Mr. HEMANT MISHRA (DIN:10883857) as an Additional Non- Executive -Independent Director of the Company, for a term of Five (5) consecutive years, subject to approval of the Shareholders of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, he holds office up to the date of the ensuing General Meeting of the Company and is eligible for appointment as an Independent Director. During his tenure of appointment, he shall not be liable to retire by rotation.

Mr. HEMANT MISHRA (DIN:10883857) is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director. The Company has received declaration from Mr. HEMANT MISHRA (DIN:10883857), confirming that he meets the criteria of independence as prescribed under

**TECHDEFENCE LABS SOLUTIONS LIMITED**

**CIN: U72900GJ2017PLC095215**

**R.O: 901 TO 904, 9TH FLOOR, ABHISHREE ADROIT, NR. MANSI CROSS ROAD, NR.  
SWAMINARAYAN TEMPLE, VASTRAPUR, AHMEDABAD, GUJARAT-380015**

**EMAIL ID.: sunny@techdefencelabs.com CONTACT NO.: 917927541742**

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Section 149(6) of the Companies Act, 2013. He has also furnished a further declaration that he is not debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI /MCA or any such Statutory Authority. The Board has formed an opinion that she fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Except Mr. HEMANT MISHRA (DIN:10883857), being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members of the Company.

**Item no:7**

The proposed sitting fees, as recommended by the Board, are 25000/- (Rupees Twenty-Five Thousand Only) per meeting, to be paid to each Independent Director for attending meetings of the Board and its Committees. The payment of such sitting fees is in line with the provisions under the Companies Act, 2013, and is designed to compensate the Independent Directors for their valuable contributions during the course of their duties.

In terms of the Companies Act, 2013, the payment of sitting fees to Independent Directors requires the approval of the shareholders. Accordingly, the Board seeks the approval of the shareholders for the payment of sitting fees to Independent Directors, as set forth in the resolution.

The Board believes that this arrangement is in the best interest of the Company, as it aligns with the governance framework and recognizes the contributions of the Independent Directors.

None of the directors, except the Independent Directors concerned, or any key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members of the Company.

**FOR TECHDEFENCE LABS SOLUTIONS LIMITED**



**SUNNY PIYUSHKUMAR VAGHELA  
MANAGING DIRECTOR  
DIN: 02068653**