

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

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF TECHDEFENCE LABS SOLUTIONS LIMITED HELD ON TUESDAY 24TH DECEMBER, 2024 AT 03:00 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, GUJARAT, INDIA, 380015.

1. TO APPROVE INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY

The Chairman informed the Board that the subject to approval of members of the company and the terms of Articles of Association of the Company 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, the Board of Directors shall be authorised 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) 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 the following resolutions were passed unanimously:

"RESOLVED THAT pursuant to Section 62(1)(c) 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 granting such and subject to such conditions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" and which term shall include such Committee of Directors constituted/to be constituted for the said purpose), subject to the approval of members of the company in general meeting, consent of Board 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

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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) 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 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 Marker(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.

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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 10% 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 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;



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- 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 may authorize to the Board 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."

**For and on behalf of
TECHDEFENCE LABS SOLUTIONS LIMITED**



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

TECHDEFENCE LABS SOLUTIONS LIMITED

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2. TO APPOINT BOOK RUNNING LEAD MANAGER/LEAD MANAGER FOR INITIAL PUBLIC OFFER OF THE COMPANY

The Chairman placed before the Board the draft of Mandate Letter for the forthcoming Initial Public Offering ("IPO") to be entered into with GYR Capital Advisors Private Limited ("GYR"), having its Registered Office at 428, Gala Empire, Near JB Tower, Drive in Road, Thaltej, Ahmedabad -380054, Gujarat, India in connection with the said Initial Public Offering.

"**RESOLVED THAT** GYR Capital Advisors Private Limited, a SEBI Registered Category-I Merchant Banker be and is hereby appointed as the Lead Manager to the proposed issue of Equity Shares of face value of Rs. 10.00/- each of the Company for cash at a premium in accordance with the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "Issue"), on the terms and conditions set out in the draft mandate letter placed before the meeting and initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT Managing Director of the Company be and is hereby authorized to negotiate the terms of their appointment including their fees and also to appoint such other intermediaries as one may deem necessary to appoint in this regard and to sign and execute any documents, deeds, agreements or Memorandum of Understanding or any other documents relating to the appointment of such Book Running Lead Manager / Lead Managers to the Issue and other intermediaries."

For and on behalf of

TECHDEFENCE LABS SOLUTIONS LIMITED



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3. TO APPROVE THE ISSUE AGREEMENT TO BE EXECUTED WITH THE LEAD MANAGER FOR THE ISSUE

The Chairman informed the Board that pursuant to the approval from the members for the Initial Public Offer ("IPO"), company is required to appoint various intermediaries and to bring such appointment into effective, company is required to enter into an agreement with respective intermediaries. Company have appointed GYR Capital Advisors Private Limited ("GYR") as Lead Manager and for such appointment, company have to enter into agreement with GYR Capital Advisors Private Limited. The draft Issue agreement tabled before the Board/Committee for their approval.

"RESOLVED THAT, the draft Issue Agreement to be executed between the Company and the Lead Manager to the Issue, i.e. GYR Capital Advisors Private Limited ("GYR") placed before the Board/Committee and initialled by the Chairman for identification purposes, be and is hereby approved.

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."

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4. TO APPOINT LEGAL ADVISOR TO THE ISSUE FOR INITIAL PUBLIC OFFER OF THE COMPANY

The Chairman apprised the Board about the requirement of appointing Legal Advisor for the upcoming Initial Public Offer. After necessary discussion, Board decided to appoint M/s **Vidhigya Associates, Advocates** by passing the following resolution unanimously:

“RESOLVED THAT M/s Vidhigya Associates, Advocates, be and is hereby appointed as the Legal Advisor to the Issue for the purposes of the proposed issue equity shares of face value Rs. 10/- each of the Company at a premium in accordance with the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “Issue”).

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.”

For and on behalf of

TECHDEFENCE LABS SOLUTIONS LIMITED




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5. TO EMPOWER BOARD FOR CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE OF LENDERS U/S 180(1)(A) & OTHER APPLICABLE PROVISIONS, IF ANY OF THE COMPANIES ACT, 2013:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) 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(s) or re-enactment(s), thereof, for the time being in force, and the Articles of Association of the Company, the consent of the Board of Directors of the company be and is hereby accorded providing authority to board for creation of charge/ mortgage/ pledge/ hypothecation/ security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/ or immovable properties, tangible or intangible assets of the Company, both present and future and/ or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/ to be availed by the Company by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/ partly convertible debentures and/ or non-convertible debentures with or without detachable or non-detachable warrants and/ or secured premium notes and/ or floating rate notes/ bonds or other debt instruments), issued/ to be issued by the Company including deferred sales tax loans availed/ to be availed by various units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies) representing various state government and/or other agencies, etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies), etc., subject to consent from the members in its upcoming EGM.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

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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.”

For and on behalf of

TECHDEFENCE LABS SOLUTIONS LIMITED



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6. 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), subject to the terms of Articles of Association of the Company and any other approvals, consents, sanctions and permissions as may be necessary, the consent of the Board of Directors of the company be and is hereby accorded providing authority to board 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 reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, subject to consent of members in upcoming EGM.

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.”

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The Chairman informed the Board that the subject to approval of members of the company, the Board of Directors is authorised 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 and the following resolutions were passed unanimously:

“**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 Board of Director (hereinafter referred to as “Board”) be and is hereby accorded, subject to approval of members 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. 25 crores /- (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.”

For and on behalf of

TECHDEFENCE LABS SOLUTIONS LIMITED



SUNNY PIYUSHKUMAR VAGHELA
MANAGING DIRECTOR
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8. TO ADOPT MATERIALITY POLICY AND POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS

The Chairperson informed the Board that pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for every Company to formulate a Materiality Policy and policy on materiality of Related Party Transactions and on dealing with Related Party Transactions. Hence the draft Materiality Policy and policy on materiality of Related Party Transactions was then placed before the Board for its approval and adoption. After detailed discussion, the following resolution was passed:

“RESOLVED THAT the draft of a Materiality Policy and policy on materiality of related party transactions were tabled before the Board and initialled by the Chairperson of the meeting for the purpose of identification, be and hereby approved and adopted.

RESOLVED FURTHER THAT a Materiality Policy and policy on materiality of Related Party Transactions shall deal with the related party transactions which shall be considered, reviewed and approved by the Audit Committee.

For and on behalf of

TECHDEFENCE LABS SOLUTIONS LIMITED




SUNNY PIYUSHKUMAR VAGHELA

MANAGING DIRECTOR

DIN: 02068653

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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9. DISCLOSURES OF MATERIAL GROUP COMPANIES, MATERIAL OUTSTANDING LITIGATIONS AND OUTSTANDING DUES TO CREDITORS IN THE OFFER DOCUMENTS ISSUED IN PURSUANCE OF THE PROPOSED INITIAL PUBLIC OFFERING OF THE COMPANY

It was noted that in view of the proposed initial public offering of the Company, pursuant Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”) and for the purpose of disclosure in the Draft Prospectus, the Prospectus or any other offer documents, including other documents related to the proposed initial public offering (collectively “**Offer Documents**”), the Board is required to formulate materiality policies for *inter alia*:

- (i) determining material group companies;
- (ii) determining material outstanding litigations involving the Company, its directors, promoters and group companies; and
- (iii) determining materiality for the purpose of disclosure of outstanding dues owed to small scale undertaking and other creditors.

1. Material Group Companies

It was noted that the Regulation 2 (1) (t) of the SEBI ICDR Regulations *inter-alia* define ‘Group Companies’, to include such companies which are covered under the applicable accounting standards (subject to the amendment from time to time) as well as such companies that are considered material by the Board. The Board has to consider and approve the materiality policy based on which material group companies will be determined and disclosures pertaining to which, shall made in the Offer Documents. After discussion, the Board passed the following resolutions:

“RESOLVED THAT pursuant to Regulation 2(1)(t) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company is required to define materiality policy, for identification of “Group Companies” for disclosure of “Group Companies” in its draft prospectus/prospectus.

In this context, the Board has framed the following policy for consideration as a ‘Group Company’ (excluding Subsidiary Company) if:

- Companies with which there were related party transactions, during the period for which financial information is disclosed in Draft Prospectus/ Prospectus, as covered under the applicable accounting standards and





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- Such company forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI Regulations; and Companies who entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total revenue of the company.

RESOLVED FURTHER THAT M/S. TECHDEFENCE TECHNOLOGES PRIVATE LIMITED is considered in the material group company.

RESOLVED FURTHER THAT any Directors of the Company be and are hereby will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the implementation of the Code of Conduct as per the SEBI ICDR Regulations of under the overall supervision of the Board.”

2. Materiality of Outstanding Litigations involving the Company and its Directors, Promoters and Group Companies

It was noted that SEBI ICDR Regulations inter-alia mandate that the Offer Documents must contain disclosures pertaining to all criminal proceedings, all actions by statutory/ regulatory authorities and tax related litigations involving the issuer, its directors, promoters and group companies. Further, the Board must define a materiality policy to determine the other pending material outstanding litigations involving the Company, its directors, promoters and group companies, which need to be disclosed in the Draft Prospectus, the Prospectus or any other offer documents, including other documents related to the proposed initial public offering (collectively “Offer Document”) in relation to its proposed initial public offering. The Board has to consider and approve the materiality policy based on which the said outstanding litigations shall be disclosed in the offer document. After discussions, the Board passed the following resolutions:

“**RESOLVED THAT** pursuant to Para 12(A)(1)(V) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company is required to define materiality policy for pending litigations. In this context, the following policy has been framed and approved by the Board of Directors (“Board”):

For the purposes of disclosure pursuant to the SEBI Regulations and the Materiality Policy, following litigation are considered material for disclosure in Draft Prospectus/Prospectus of our Company:

- All pending litigation involving our Company, holding, Subsidiary, Directors, Promoters and Group Companies, other than criminal proceedings and statutory or regulatory actions, would be considered ‘material’ if the monetary amount of claim by or against the entity or person in any such pending proceeding is of Rs. NIL.
- Pending proceedings involving the abovementioned persons whose outcome may have a bearing on the business, operations or prospects or reputation of our Company.

Sunny



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RESOLVED FURTHER THAT any Directors of the Company be and are hereby will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the implementation of the Code of Conduct as per the SEBI ICDR Regulations of under the overall supervision of the Board.”

3. Material Outstanding Dues to Creditors

It was noted that the SEBI ICDR Regulations inter-alia mandate that the Board needs to disclose material outstanding dues to the small scale undertakings and other creditors for the purpose of disclosure in the Draft Prospectus, the Prospectus or any other offer documents, including other documents related to the proposed initial public offering (collectively “Offer Documents”) in relation to its proposed initial public offering, in accordance with the policy of materiality defined by the Board. The Board has to consider and approve the materiality policy based on which the said outstanding dues shall be disclosed in the Offer Documents. After discussions, the following resolutions were passed by the Board unanimously:

“**RESOLVED THAT** pursuant to Para 12(A)(2) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company is required to define materiality policy, for disclosure of material creditors in its Draft Prospectus/Prospectus which is as follows:

- The outstanding dues to creditors are of Rs. 93,31,650.62/- will be considered material.

RESOLVED FURTHER THAT any Directors of the Company be and are hereby will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the implementation of the Code of Conduct as per the SEBI ICDR Regulations of under the overall supervision of the Board.”

For and on behalf of

TECHDEFENCE LABS SOLUTIONS LIMITED



SUNNY PIYUSHKUMAR VAGHELA

MANAGING DIRECTOR

DIN: 02068653

TECHDEFENCE LABS SOLUTIONS LIMITED

CIN: U72900GJ2017PLC095215

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10. TO ADOPT WHISTLE BLOWER POLICY

The Chairperson informed the Board that pursuant to the provisions of Section 177 (9) of the Companies Act, 2013 and the related rules made thereunder read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted an audit committee, therefore it is also mandatory for such Committee to operate the vigil mechanism, and if any of the members of the committee have a conflict of interest in a given case, they should rescue themselves and the others on the committee would deal with the matter on hand, to whom other directors and employees may report their concerns. It provide adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the chairperson of the Audit committee or the director nominated to play the role of audit committee, as the case may be, in exceptional cases. Once established, the existence of the mechanism may be appropriately communicated within the organization. The details of establishment of Vigil mechanism shall be disclosed by the company in the website, if any, and in the Board's Report. Therefore, after detailed discussion, the following resolution was passed:

“RESOLVED THAT pursuant to the provisions of Section 177 (9) of the Companies Act, 2013 and the rules made thereunder, the draft copy of a Vigil Mechanism / Whistle Blower Policy were placed before the Board, duly authenticated by the Chairperson, be and is approved and adopted, and such policy shall be disclosed on the website of the Company.

RESOLVED FURTHER THAT Sunny Piyushkumar Vaghela, Managing Director of the Company, be and is hereby appointed as a Vigilance Officer to hear the grievances of the employees with any person in the company and take steps to resolve the issues amicably and report the same to Board of Director or to the Chairperson of the Company.

RESOLVED FURTHER THAT offences of serious nature may be brought to the attention of the Chairperson of the Audit Committee of the Company who shall after hearing the concerned person award appropriate punishment to the offender.

P. R. Vaghela



TECHDEFENCE LABS SOLUTIONS LIMITED

CIN: U72900GJ2017PLC095215

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RESOLVED FURTHER THAT in case of repeated frivolous complaints being filed by a director or an employee, the audit committee or the director nominated to play the role of audit committee may take suitable action against the concerned director or employee including reprimand.”

For and on behalf of

TECHDEFENCE LABS SOLUTIONS LIMITED

P. R. Vaghela



**PIYUSHKUMAR VAGHELA
DIRECTOR
DIN: 07693754**

TECHDEFENCE LABS SOLUTIONS LIMITED

CIN: U72900GJ2017PLC095215

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11. TO APPROVE INSIDER TRADING POLICY OF THE COMPANY

The provision of Regulations of the SEBI (Prohibition of Insider Trading) Regulation, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the NSE Emerge Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 thereon. The Board of Directors considered the policy on insider trading in view of the proposed public issue and the following resolution was passed:

“**RESOLVED THAT** Mr. Sunny Piyushkumar Vaghela, Managing Director of the Company will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board”

For and on behalf of

TECHDEFENCE LABS SOLUTIONS LIMITED

P. P. Vaghela



**PIYUSHKUMAR VAGHELA
MANAGING DIRECTOR
DIN: 07693754**

TECHDEFENCE LABS SOLUTIONS LIMITED

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12. TO APPOINT MR. HEMANT MISHRA (DIN:10883857) AS ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Board be and is hereby accorded, to appoint MR. HEMANT MISHRA (DIN: 10883857) as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 24TH DECEMBER, 2024 to hold office till the conclusion of the ensuing General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term up to five consecutive years from the date of ensuing general meeting.

RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.”

For and on behalf of

TECHDEFENCE LABS SOLUTIONS LIMITED



SUNNY PIYUSHKUMAR VAGHELA

MANAGING DIRECTOR

DIN: 02068653

TECHDEFENCE LABS SOLUTIONS LIMITED

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13. 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 and subject to the approval of the members in ensuing general meeting, 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 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.”

For and on behalf of

TECHDEFENCE LABS SOLUTIONS LIMITED



SUNNY PIYUSHKUMAR VAGHELA
MANAGING DIRECTOR
DIN: 02068653

TECHDEFENCE LABS SOLUTIONS LIMITED

CIN: U72900GJ2017PLC095215

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14. TO REGULARIZE THE APPOINTMENT OF ADDITIONAL DIRECTOR MR. 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 subject to the approval of the members in ensuing general meeting, Mr. 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.”

For and on behalf of

TECHDEFENCE LABS SOLUTIONS LIMITED



SUNNY PIYUSHKUMAR VAGHELA
MANAGING DIRECTOR
DIN: 02068653

TECHDEFENCE LABS SOLUTIONS LIMITED

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15. TO APPROVE THE PAYMENT OF SITTING FEES FOR NON-EXECUTIVE DIRECTORS OF COMPANY

The Chairman informed the Board that the sitting fees to Non-Executive Independent Directors of the Company shall be Rs. 25000/- (Rupees Twenty-Five Thousand only) for attending the board and its committee's meetings of the Company and the following resolutions were passed unanimously:

“**RESOLVED THAT** pursuant to the provision of section 197 (5) of the Companies Act, 2013 read with the rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 consent of the board be and is hereby accorded for payment of sitting fees to Non-Executive Independent Directors of the Company of Rs. 25000/- (Rupees Twenty-Five Thousand only) per meeting for attending the board and its committee's meetings of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any director of the company be and is hereby authorized 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.”

For and on behalf of

TECHDEFENCE LABS SOLUTIONS LIMITED



SUNNY PIYUSHKUMAR VAGHELA
MANAGING DIRECTOR
DIN: 02068653

TECHDEFENCE LABS SOLUTIONS LIMITED

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16. TO ADOPT CODE OF CONDUCT AS PER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

“**RESOLVED THAT** the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of Corporate Governance as specified under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors hereby approved and adopt the Code of Conduct in view of the proposed public issue.

RESOLVED FURTHER THAT Mr. Suuny Piyushkumar Vaghela Managing Director of the company will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the implementation of the Code of Conduct as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 under the overall supervision of the Board.”

For and on behalf of

TECHDEFENCE LABS SOLUTIONS LIMITED

P. P. Vaghela



**PIYUSHKUMAR VAGHELA
DIRECTOR
DIN:07693754**

TECHDEFENCE LABS SOLUTIONS LIMITED

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17. TO APPROVE CONSTITUTION OF THE COMMITTEES

• **CONSTITUTION OF AUDIT COMMITTEE**

The Chairman informed the Board that pursuant of the provisions of section 177 of the Companies Act, 2013 a Committee of the board of directors shall be constituted to be called as “Audit Committee” and the following resolutions were passed unanimously:

“**RESOLVED THAT** pursuant to Section 177 and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, Audit Committee be is hereby constituted with the following members:

Name of the Member	Nature of Directorship	Designation in Committee
HEMANT MISHRA	Non-Executive Independent Director	Chairman
VANDANA NAGPAL	Non-Executive Independent Director	Member
SUNNY PIYUSHKUMAR VAGHELA	Executive Director	Member

RESOLVED FURTHER THAT the Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the Shareholders in any matter relating to accounts.

The scope and function of the Audit Committee and its terms of reference shall include the following:

- A. Tenure:** The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.
- B. Meetings of the Committee:** The committee shall meet as often as necessary subject to minimum number of frequency prescribed by any law or any authority or as stipulated by Board. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two independent members at each meeting.
- C. Role and Powers of the Audit Committee:** The Role of Audit Committee together with its powers shall be as under:

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A. Powers of Audit Committee

The Audit Committee shall have the following powers:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary

B. Role of the Audit Committee

The role of the audit committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

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7. Monitoring the end use of funds raised through public offers and related matters;
8. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
9. Approval of any subsequent modification of transactions of the company with related parties;
Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2 (zc) of the SEBI Listing Regulations and/or the Accounting Standards.
10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussion with internal auditors of any significant findings and follow up there on;
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. Reviewing the functioning of the whistle blower mechanism;
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and
22. Reviewing the utilization of loans and/or advances from/investments by the holding company in the subsidiary exceeding rupees hundred crores or 100% of the asset size of the subsidiary, whichever is lower including existing loans / advances/ investments, as may be applicable.
23. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.]

Further, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;

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- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- Appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations:
 - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) the SEBI Listing Regulations.

As required under the SEBI Listing Regulations, the Audit Committee shall meet at least four times a year with maximum interval of four months between two meetings and the quorum for each meeting of the Audit Committee shall be two members or one third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

• **CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE**

The Chairman informed the Board that pursuance of the provisions of section 178 of the Companies Act, 2013 a Committee of the board of directors shall be constituted to be called as “Nomination and Remuneration Committee” and the following resolutions were passed unanimously:

“**RESOLVED THAT** pursuant to Section 178, Schedule V and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, Nomination and Remuneration Committee be is hereby constituted with the following members:

Name of the Member	Nature of Directorship	Designation in Committee
MUKESHKUMAR DEVICHAND JAIN	Non-Executive Independent Director	Chairman
VANDANA NAGPAL	Non-Executive Independent Director	Member
HEMANT MISHRA	Non-Executive Independent Director	member



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RESOLVED FURTHER THAT the Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the Shareholders in any matter relating to remuneration.

The scope and function of the Nomination and Remuneration Committee and its terms of reference shall include the following:

A. Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings of the Committee: The committee shall meet as and when the need arise. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

C. Terms of Reference:

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations and the terms of reference, powers and role of our Nomination and Remuneration Committee are as follows:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. devising a policy on diversity of board of directors;
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;



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7. recommend to the board, all remuneration, in whatever form, payable to senior management;
8. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent each is applicable; or
 - the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
9. evaluating the performance of the independent directors and on the basis of their performance evaluation recommending the Board of Directors and the members of the Company to extend or continue the term of appointment of the independent director; and
10. performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT any member of the Nomination and Remuneration Committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Nomination and Remuneration Committee.

• **CONSTITUTION OF STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Chairman informed the Board that pursuance of the provisions of section 178(5) of the Companies Act, 2013 a Committee of the board of directors shall be constituted to be called as “Stakeholders Relationship Committee” and the following resolutions were passed unanimously:

“**RESOLVED THAT** pursuant to Section 178 sub section (5) and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meeting of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, Stakeholder’s Relationship Committee be is hereby constituted with the following members:

Name of the Member	Nature of Directorship	Designation in Committee
MUKESHKUMAR DEVICHAND JAIN	Non-Executive Independent Director	Chairman
VANDANA NAGPAL	Non-Executive Independent Director	Member
SUNNY PIYUSHKUMAR VAGHELA	Executive Director	Member



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RESOLVED FURTHER THAT the Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee.

The scope and function of the Stakeholder's Relationship Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship as approved by the Board.
- B. Meetings of the Committee:** The Committee shall meet as and when the need arise and report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be either two members or one third of the members of the committee, whichever is higher.
- C. Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:

and the SEBI Listing Regulations and the terms of reference, powers and scope of the Stakeholders' Relationship Committee of our Company include:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipts of annual reports, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
2. Review of measures taken for effective exercise of voting rights of by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipts of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company; and

Carrying out any other function as prescribed under the SEBI Listing Regulations as and when amended from time to time.

RESOLVED FURTHER THAT any member of the Stakeholder's Relationship Committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Stakeholder's Relationship Committee."

**For and on behalf of
TECHDEFENCE LABS SOLUTIONS LIMITED**



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

TECHDEFENCE LABS SOLUTIONS LIMITED

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF TECHDEFENCE LABS SOLUTIONS LIMITED HELD ON TUESDAY 24TH DECEMBER, 2024 AT 03:00 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, GUJARAT, INDIA, 380015.

18. TO APPROVE BOARD FOR ADOPTION OF OTHER VARIOUS POLICIES

The Chairperson informed the Board that pursuant to the provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for every Company to formulate certain policies and abide by the same post listing on SME/Startup Platform of Stock Exchange(s). Hence the following draft policies were placed before the Board for its approval and adoption.

- A) Policy for Code of Conduct for Prevention of Insider Trading
- B) Policy for Code of Practice and Fair Disclosure
- C) Familiarization Programmes for Independent Directors
- D) Prevention of Sexual Harassment Policy
- E) Policy for determination of Material Event/Disclosure
- F) Policy for Preservation of Documents
- G) Policy on Archival of Documents
- H) Code Of Conduct For Directors And Senior Management
- I) Appointment of Independent Directors and Code of Conduct
- J) Policy for Materiality or related party transactions
- K) Risk Management Policy

After detailed discussion, the following resolution was passed:

“RESOLVED THAT the below mentioned policies as mandated by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were tabled before the Board and initialed by the Chairperson of the meeting for the purpose of identification, be and are hereby approved and adopted.

- A) Policy for Code of Conduct for Prevention of Insider Trading
- B) Policy for Code of Practice and Fair Disclosure
- C) Familiarization Programmes for Independent Directors
- D) Prevention of Sexual Harassment Policy
- E) Policy for determination of Material Event/Disclosure
- F) Policy for Preservation of Documents



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- G) Policy on Archival of Documents
- H) Code Of Conduct For Directors And Senior Management
- I) Appointment of Independent Directors and Code of Conduct
- J) Policy for Materiality or related party transactions
- K) Risk Management Policy

RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company be and is hereby authorized to do such acts, deeds, matters and things as may be required for giving necessary effect to the above said resolution.”

For and on behalf of

TECHDEFENCE LABS SOLUTIONS LIMITED



SUNNY PIYUSHKUMAR VAGHELA

MANAGING DIRECTOR

DIN: 02068653

TECHDEFENCE LABS SOLUTIONS LIMITED

CIN: U72900GJ2017PLC095215

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF TECHDEFENCE LABS SOLUTIONS LIMITED HELD ON TUESDAY 24TH DECEMBER, 2024 AT 03:00 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, GUJARAT, INDIA, 380015.

19. TO FIX UP DAY, DATE AND TIME FOR EXTRA-ORDINARY GENERAL MEETING AND TO APPROVE DRAFT NOTICE ALONG WITH EXPLANATORY STATEMENT

“RESOLVED FURTHER THAT the draft notice containing resolutions along with explanatory statement for convening the Extra-Ordinary General Meeting of the Members of Company to be convened on shorter notice on 26th December 2024 at 6:00 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 be and is hereby approved by the board.

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.”

**For and on behalf of
TECHDEFENCE LABS SOLUTIONS LIMITED**




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