



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF DAR CREDIT & CAPITAL LTD IN THE MEETING HELD ON WEDNESDAY, 14TH MAY, 2025 AT 01:00 P.M HAVING ITS REGISTERED OFFICE AT BUSINESS TOWERS, 206 AJC BOSE ROAD, 6TH FLOOR, UNIT-6B, KOLKATA-700017, WEST BENGAL.

APPROVAL OF RED HERRING PROSPECTUS IN RELATION TO INTIAL PUBLIC OFFER OF THE COMPANY

The Chairman informed the Board that the purpose of this agenda item is to seek the approval of the Board of Directors for the red herring prospectus ("RHP") prepared in connection with our upcoming public offering. The RHP represents a critical step in our journey towards accessing the capital markets and raising funds to support our growth initiatives.

He further informed that the drafting of the RHP has been a collaborative effort involving our Merchant Banker, Practicing Company Secretaries, legal and financial teams, with extensive input from our management. It encapsulates comprehensive information about our company, including our business operations, financial performance, risk factors, and future prospects. The preparation of the RHP has been guided by regulatory requirements, ensuring compliance with applicable laws and regulations.


He further informed that management recommends to the Board of Directors to approve the red herring prospectus, subject to any necessary revisions or amendments identified during the meeting. Upon approval, the management will proceed with the filing of the RHP with the relevant regulatory authorities and commence the process for the proposed public offering.

After detailed discussion, the Board passed the following resolutions unanimously.

"RESOLVED THAT pursuant to Section 26 and 32 of the Companies Act, 2013 and other applicable provisions of the Act, Rules made there under and subject to the Guidelines, Rules and Regulations laid down by the Securities Exchange Board of India, the Red Herring Prospectus for the proposed Initial Public Offer ("IPO") of equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) (the "Equity Shares"), containing as required under the notified provisions of the Companies Act, 2013 as amended and the rules and regulations framed there under (the "Companies Act") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws, a copy of which is placed before the meeting, be and is hereby approved by the Board for circulation among the public."

"RESOLVED FURTHER THAT the Red Herring Prospectus be signed by all the Directors, the Chief Financial Officer, the Chief Executive Officer, Company Secretary of the Company on behalf of the Company and file the same with the National Stock Exchange of India Limited and with such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the afore going resolutions."

For DAR CREDIT & CAPITAL LTD.


Director

For Dar Credit & Capital Ltd.


Company Secretary

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206, A.J.C Bose Road
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Email : Kolkata@darcredit.com
Website : www.darcredit.com
CIN : U65999WB1994PLC064438

"RESOLVED FURTHER THAT Mr. Ramesh Kumar Vijay, Director of the Company be and is hereby authorized by the Board 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 or doubt that may arise in making any minor correction, modification in consultation with book running lead manager to the issue and to finalise and execute all deeds, documents and writings as may be necessary, proper, desirable or expedient as it may deem fit without being required to seek any further consent or approval of the Board of Director of the Company to the intent that the Directors shall be deemed to have given their approval thereto by the authority of this resolution."

"RESOLVED FURTHER THAT Mr. Ramesh Kumar Vijay, Director and/or Ms. Priya Kumari, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution."

"RESOLVED FURTHER THAT Mr. Ramesh Kumar Vijay, Director and Ms. Priya Kumari, Company Secretary of the Company, be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal counsel to the Issue in this respect."

"RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution under the Signature of Mr. Ramesh Kumar Vijay, Director and Ms. Priya Kumari, Company Secretary of the Company be submitted with the concerned regulatory authorities."

CERTIFIED TRUE COPY

**For and On behalf of
DAR CREDIT & CAPITAL LTD**

For DAR CREDIT & CAPITAL LTD.


Ramesh Kumar Vijay Director
DIN: 00658473

For Dar Credit & Capital Ltd.


Priya Kumari
Company Secretary
M. No: 67648