KWICK FORENSIC SOLUTIONS LIMITED
(Formerly Kwick Forensic Solutions Private Limited)
(Formerly Kwick Integrated Forensic And Investigation Solutions Private Limited)
(Formerly Kwick Soft Solutions Private Limited)

Regd Office: New No.12 Old No. 11, East Park Road, Shenoy Nagar,
Chennai – 600 030, Tamil Nadu

CIN: U72200TN2005PLC055566
Phone No.: 044 26440705

E-mail: shammershah@kwicksoft.co.in
Website: www.kwickforensic.com

EXTRACTS OF RESOLUTION PASSED IN THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/s. KWICK FORENSIC SOLUTIONS LIMITED HELD ON SUNDAY, THE 07TH DAY OF SEPTEMBER 2025 AT THE REGISTERED OFFICE OF COMPANY AT NEW NO.12 OLD NO. 11, EAST PARK ROAD, SHENOY NAGAR, CHENNAI 600030

ITEM NO 15

SPECIAL BUSINESS: APPROVAL OF IPO

"**RESOLVED THAT** 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 re-enactment 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 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, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized to accept on behalf of the Company, the consent of the members of the company be and are hereby accorded to authorize board to create, issue, offer and allot up to 46,00,000 equity shares of the face value of Rs. 10 (Rupees Ten each) ("Equity Shares") and the Board of Directors of the Company be and is hereby authorized to create, issue, offer and allot up to 46,00,000 equity shares 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 10% of the issue size 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 authorised capital of the Company through fresh issue of equity shares by way of Initial Public Offer to individuals, companies, banks, financial institutions, employees, foreign institutional investors, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, financial institutions, Indian mutual funds, qualified institutional buyers (as defined under the ICDR Regulations), NRIs, FIIs and other persons, whether resident in India or otherwise or other

SHAMMER SARALAL SHAH Digitally signed by SHAMMER SARALAL SHAH Date: 2025.09.30 15:24:53 +05'30' entities, authorities, and to such other persons in one or more combinations thereof, and whether they are members or promoters of the Company, as may be decided by the Board of Directors either on its own or in consultation with its merchant bankers to the Issue and/or underwriters and/or other advisors or such persons appointed for the Issue and on such terms and conditions including the number of shares to be issued, on such terms and conditions as may be finalised by the Board and that the Board may finalise all matters incidental thereto as it may in its absolute discretion think fit.

"**RESOLVED THAT** pursuant to the provisions of Section 23 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and subject to such approvals, consents, permissions and sanctions as may be required from SEBI, the Registrar of Companies, Stock Exchanges and/or any other statutory or regulatory authority, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, and based on the consent and request received from the Selling Shareholders of the Company, the consent of the Members be and is hereby accorded to permit an Offer for Sale of up to 10,80,000 equity shares of face value ₹10/- (Rupees Ten only) each held by the Selling Shareholders, namely Mrs. Sejal Shammer Shah, Mr. Shammer Saralal Shah and Mr. Ashok Hinduja, in connection with the proposed SME IPO of the Company, on such terms and conditions including price, timing, allocation, categories of investors and other related matters, as may be finalized by the Board in consultation with the book running lead manager(s), underwriters, advisors and the Selling Shareholders.

"**RESOLVED FURTHER THAT** the Board and the Selling Shareholders be and are hereby severally authorized to do all such acts, deeds, matters and things, including signing and execution of all necessary documents, papers, agreements, undertakings, and to take such steps as may be necessary or desirable to give effect to this resolution, including making any alterations, additions, variations or modifications as may be required by the regulatory authorities in relation to the Offer for Sale."

"**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the then existing Equity Shares of the Company."

"**RESOLVED FURTHER THAT** for the purposes of giving effect to these resolutions, the Board be and is hereby authorised to appoint Lead Managers/Managers to the Issue, Registrars to the Issue, Bankers to the Issue, Depository Participant, custodians, Legal Advisors, Market Maker and such other intermediaries as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed issue, enter into stand-by-arrangement with Brokers / Bankers / Merchant Bankers / Underwriters / Market Makers for the whole or the part of the issue and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities and also to do all acts, deeds, matters and things of whatever nature and to give such directions as may be considered necessary or desirable."

"**RESOLVED FURTHER THAT** the Board be and is 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 but without limitation to enter into underwriting, marketing, depository and any other arrangements or agreements deemed necessary by virtue of the proposed public issue, with one or more intermediaries and to remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on Indian Stock Exchanges with the power to act on behalf of the Company and to settle such questions, 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** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised (without being required to seek any further consent or approval of the members of the Company or otherwise) to make such modification(s) in the aforesaid resolution as it may in its discretion consider necessary, expedient or desirable in the interest of the Company including change in the price/amount/size of the issue etc., as may be considered necessary and/or expedient to settle any question or difficulty that may arise in connection therewith in the manner it may consider fit and appropriate."

/CERTIFIED TRUE COPY/

For **KWICK FORENSIC SOLUTIONS LIMITED**

Shammer Saralal Shah
Managing Director
DIN: 01929867

Sejal Shammer Shah
Director
DIN: 02584078

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR ITEM NO 15:

The Company intends at the discretion of the board of directors of the Company ("Board"), undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers ("BRLMs") and other advisors and subject to applicable regulatory and other approvals, to the extent necessary. The Board intends to undertake the Initial Public Offer by way of a fresh issue in consultation with the book running lead managers appointed for the Offer and subject to applicable regulatory and other approvals, to the extent necessary.

The IPO shall comprise of:

1. A Fresh Issue of up to 46,00,000 (Forty-Six Lakhs) Equity Shares of face value of ₹10/- (Rupees Ten only) each, aggregating up to ₹54,00,00,000 (Rupees Fifty-Four Crores only), to be issued out of the Authorised Share Capital of the Company; and

2. An Offer for Sale ("OFS") upto 10,80,000 (Ten Lakhs and Eight Thousand) Equity Shares aggregating up to ₹13,00,00,000 (Rupees Thirteen Crores only), by certain selling shareholders of the Company, who have given their consent and request to participate in the Offer.

The IPO shall be undertaken in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Companies Act, 2013 and rules framed thereunder (collectively, the "Applicable Laws").

The equity shares proposed to be issued and allotted pursuant to the Fresh Issue, as well as the equity shares offered under the OFS, shall be offered and issued at a price (including any premium) to be determined through the Book Building Process in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations. The Equity Shares so allotted shall rank pari passu in all respects with the existing equity shares of the Company.

In connection with the Offer, the Company will be required to file a Draft Red Herring Prospectus ("DRHP") with the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges, and thereafter file a Red Herring Prospectus ("RHP") with the Registrar of Companies, Chennai ("RoC"), and subsequently the Prospectus, in accordance with the provisions of the SEBI ICDR Regulations, the Companies Act, and other applicable laws.

The Board believes that the listing of the Company's Equity Shares will enhance the Company's visibility, brand image, and provide liquidity and a market for the Equity Shares of the Company, besides providing an exit opportunity to the selling shareholders under the OFS.

MATERIAL INFORMATION PERTAINING TO THE IPO IS AS FOLLOWS:

1. ISSUE PRICE

The price at which the equity shares will be allotted through the IPO shall be determined and finalized by the Company in consultation with the book running lead manager(s) (BRLMs) in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

2. ISSUE SIZE

The Issue comprises:

- A Fresh Issue aggregating up to ₹54,00,00,000 (Rupees Fifty-Four Crores only); and
- An Offer for Sale aggregating up to ₹13,00,00,000 (Rupees Thirteen Crores only) by certain selling shareholders of the Company, who have furnished their consent and request to participate in the Offer.

3. THE OBJECT(S) OF THE ISSUE ARE:

The proceeds of the IPO are to be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus to be filed with the stock exchange and Securities and Exchange Board of India in connection with the IPO. The Board, or any committee thereof has the authority to modify the above objects on the basis of the requirements of the Company.

To summarise, the Company intends to utilize the Net Fresh Issue Proceeds for the following Objects ("Objects of the Issue"):

- Funding of Working Capital Requirement of the Company.
- General Corporate Purposes.

The detailed objects will be disclosed in the DRHP and RHP filed with SEBI, RoC, and the Stock Exchanges. The Board (or a committee thereof) is authorised to finalise and modify the Objects of the Issue in accordance with applicable law and the requirements of the Company.

4. INTENTION OF DIRECTORS/KEY MANAGEMENT PERSONNEL TO SUBSCRIBE TO THE OFFER:

The Company has not made and will not make an offer of Equity Shares to any of the directors or key management personnel. However, the directors who are not promoters or the key management personnel may apply for the Equity Shares in the various categories under an Offer in accordance with applicable law, including the SEBI ICDR Regulations.

5. WHETHER A CHANGE IN CONTROL IS INTENDED OR EXPECTED:
No change in control of the Company or its management is intended or expected pursuant to the IPO.

6. BOARD RECOMMENDATION:
Members are requested to note that in terms of Section 62(1)(c) of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014 any issue of equity shares which are offered to the persons who may or may not be the existing shareholders of the Company, requires the approval of the shareholders of the Company by way of a Special Resolution. Accordingly, approval of the Members of the Company is sought in terms of Section 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed IPO.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013, SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments!

The Board recommends the resolution to the Members for their consideration and approval by way of a Special Resolution.

None of the Director or key managerial personnel and their relatives are concerned or interested in the passing of this Resolution.

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