

VAHH CHEMICALS LIMITED

CIN: U24110GJ2019PLC111346

Regd. Office: Plot 2/5198 ETC, 5th Floor, 5003, World Trade Centre,
Near Udhna Darawaja, Ring Road, Surat, 395002
Email: hshsnutra@gmail.com, Ph.: 02612344045

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF VAHH CHEMICALS LIMITED IN ITS EXTRA ORDINARY GENERAL MEETING HELD ON SATURDAY, 04TH DAY OF OCTOBER, 2025 AT 02:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT 2/5198 ETC, 5TH FLOOR, 5003, WORLD TRADE CENTRE, NEAR UDHNA DARAWAJA, RING ROAD, SURAT, 395002.

INITIAL PUBLIC OFFERING ("IPO") OF THE COMPANY BY FRESH ISSUE OF EQUITY SHARES:

The following resolution passed as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 23 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the "Act") (including any statutory modifications or re-enactment thereof for the time being in force), read with the Memorandum of Association and Articles of Association of the Company and the Listing Agreement/ SEBI LODR - SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 to be entered into with the respective stock exchange, where the Company's equity shares are proposed to be listed and subject to the approval to the extent necessary of the Government of India ("GOI"), Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and all other concerned statutory and other authorities, as may be required (hereinafter collectively referred to as "Appropriate Authority") and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred upon it), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot equity shares of an aggregate number up to and not exceeding 22,42,000 (Twenty Two Lakhs and Forty two Thousand Only) Equity Shares (the "Fresh Issue") at a price of Rs. 53/- each (including premium of Rs. 43/- each) aggregating to Rs. 1,188.26 Lakhs through fixed issue procedure in consultation with the Lead Manager, ranking pari-passu with the existing equity shares of the Company, to such person or persons who may or may not be the shareholders of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of initial public offering including General Public their friends, relatives and associates, foreign / resident investors, financial institutions, venture capital funds, public financial institutions, banks, multilateral and bilateral development financial institutions, or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors as defined under Regulation 2(1)(c) of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, with an option to the Company to retain an over-subscription to the extent of 10% of the net offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, including reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, and the issue and allotment/ transfer of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations, through an offer document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of

investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may at its discretion decide in consultation with the LM and as may be permissible under Applicable Laws.”

RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby severally authorized to make addition or vary any of the above said clauses, in consultation with the Book Running Lead Manager or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure, and on the exact component of fresh issue of shares in the Issue.

RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby severally authorized to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company;

RESOLVED FURTHER THAT any of the Director and Company Secretary of the Company, be and are hereby severally authorized to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be required in connection with the above;

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby severally authorized to appoint the Book Running Lead Manager to the above Issue;

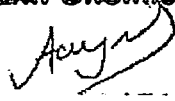
RESOLVED FURTHER THAT any of the Director of the Company be and are hereby severally authorized to appoint the Registrar to the Issue, Market Maker(s), Underwriter(s), Legal Advisor(s), Escrow Bank(s), Syndicate Member(s) etc;

RESOLVED FURTHER THAT, for the purpose of giving effect to these resolutions, any of the Director and Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), Lead Manager, registrar(s), syndicate member(s), underwriter(s) any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges (SME Segment) where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT any of the Director and Company Secretary of the Company be and are hereby severally authorized to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution.”

PLACE: Surat
DATE: 04/10/2025

//CERTIFIED TRUE COPY//
FOR BOARD OF DIRECTORS OF
VAHH CHEMICALS LIMITED
For Vahh Chemicals Limited


Director
AAYUSH HIREN DESAI
Whole time Director
DIN: 08636117