

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF VAIBHAV VYAPAAR LIMITED (FORMERLY KNOWN AS VAIBHAV VYAPAAR PRIVATE LIMITED) HELD ON THURSDAY, THE 11TH DAY OF JUNE, 2026, AT CORPORATE OFFICE OF THE COMPANY AT ENVISION TECHNOLOGY CENTER, NO 119, 2ND FLOOR, EPIP AREA PHASE 1 ROAD NO.3, WHITEFIELD, BANGALORE – 560066 AT 11:00 AM

Item No. 1**TO APPROVE THE INITIAL PUBLIC OFFERING:**

"RESOLVED THAT pursuant to Sections 62(1)(c), 23, 32 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 enabling provisions of the Memorandum of Association and Articles of Association of the Company, 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(s) where the equity shares and/or other securities of the Company are proposed to be listed on the SME platform of National Stock Exchange (NSE EMERGE) and/ or Bombay Stock Exchange 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**"), the 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 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 for the said purpose), consent of the members of the Company be and is hereby accorded for the Company to issue, offer and allot equity shares of face value of Rs. 5/- at securities premium of Rs. [•] each ("**Equity Shares**") 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 and subsequent amendments thereto, **not exceeding 86,70,000 (Eighty-Six Lacs Seventy Thousand) Equity Shares** of face value of Rs. 5/- each, including the issue, offer 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 SEBI 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 on such terms and conditions as may be finalised by the Board (such issue referred to as "**Public Issue/ The Issue/ The Offer**") and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit, but not limited to fixing of price method such as Fixed Price or Book-Building Method."

Vaibhav Vyapaar Limited

(formerly known as Vaibhav Vyapaar Private Limited)

Registered Address : Arch Square-X2, Unit-1406, 14th Floor, EP-GP Block, Sector V, Bidhannagar, Kolkata, Bidhan Nagar CK Market, North 24 Parganas, Saltlake, West Bengal, India, 700091

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“RESOLVED FURTHER THAT the new equity shares to be issued, offered and allotted shall be subject to the Memorandum and Articles of Association of the Company and such new equity shares shall in all respects rank pari-passu with the existing fully paid-up equity shares of the Company.”

“RESOLVED FURTHER THAT pursuant to applicable provision of Rule 9A of the Companies (Prospectus and Allotment of Shares) Rules, 2014 or any other provisions as applicable for dematerialization of shares by the unlisted companies, the Board be and is hereby authorized to dematerialize all the Pre-IPO Shares in physical form, if any and to lock-in of Pre-IPO equity shares for a time period as case may be required, from the date of allotment of shares in the IPO upon the confirmation from respective shareholder(s), without being required to seek any further approval(s).”

“RESOLVED FURTHER THAT such of these equity shares may also be issued on Pre-IPO Placement basis (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 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, finalize and execute any document or agreement and any amendments or supplements thereto and to 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-off by the 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/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute discretion decide, subject to provisions of SEBI ICDR Regulations and other regulations as applicable.”

“RESOLVED FURTHER THAT any of the Director and/or Key Managerial Personnel of the company be and is hereby authorised severally and/or jointly to finalize and execute the Offer Document(s), Form of Application, Appointment/ re-appointment of the intermediaries i.e. Book Running Lead Manager/ Lead Manager(s), Registrar to the Issue/ Offer, Bankers to the Issue/ Offer, Depository Participant(s), Custodians, Legal Advisors to the Issue/ Offer, Market Makers, Monitoring Agency, 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/ Merchant Banker(s) 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 utilization of the proceeds of the issue of Equity Shares and further do all such acts, deeds and things and finalize 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

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offering, that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard.”

“RESOLVED FURTHER THAT in terms of the Act and all other applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorized at its option to make an allotment of not more than 10% of the net 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 authorized 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 proposal 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 marketing, escrow, underwriting, 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 Equity share 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 Objects of the issue are as mentioned below but not limited to:

1. Augment the capital base of our company
2. General Corporate Purpose

Or any other such purpose(s) the Board may deem fit, can include or exclude in above mentioned. Therefore, to meet such requirements it is proposed to offer, issue and allot equity shares to the public.

1. All monies received out of the Issue 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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2. Details of all monies utilized out of the Issue referred above shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
3. Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
4. 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 any of the Director and/or Key Managerial Personnel of the Company be and is hereby authorized severally and/ or jointly to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Public Issue, including, without limitation, for the following:

1. Constituting a committee for the purposes of the issue, offer and allotment of the Equity Shares, and other matters in connection with or incidental to the Public Issue ("**IPO Committee**");
2. Authorization to any director or directors of the Company or Key Managerial Personnel or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as such authorized person in his/ her/ its absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of the Equity Shares;
3. Giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
4. Appointing the Book Running Lead Manager/ Lead Manager, Market Maker(s), Underwriter, Legal Advisor, Registrar, Escrow Bank, Syndicate Member, Sponsor Bank and other intermediaries to the Public Issue in accordance with the provisions of the SEBI ICDR Regulations and other applicable statutory and/ or regulatory requirements;
5. Seeking, if required, any approval, consent, no-objection or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents, no-objection or waivers that may be required in connection with the issue, offer and allotment of the Equity Shares;
6. Deciding the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Public Issue;
7. Receiving, reviewing, negotiating, and adopting various reports, certificates, and/or documents issued by various intermediaries and professionals (including technical experts, legal advisors, auditors, valuers, company secretaries and chartered accounts etc.) that are required for the preparation and filing of the offer document in connection with.

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8. Approval of the draft and final offer documents (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the Book Running Lead Manager/ Lead Manager, in accordance with all applicable laws, rules, regulations and guidelines;
9. Seeking the listing of the Equity Shares on any recognized stock exchange(s) in India, submitting the listing application to such Stock Exchange(s) and taking all actions that may be necessary in connection with obtaining such listing;
10. Finalization and arrangement for the submission of the draft red herring prospectus/ draft prospectus to be submitted to the Stock Exchange(s) for receiving comments from the public and the red herring prospectus and prospectus to be filed with the Stock Exchange(s), Registrar of Companies, SEBI and/or any other regulatory authorities, and any corrigendum, amendments, supplement thereto;
11. Authorization of the maintenance of a register of holders of the Equity Shares;
12. Finalization of the public announcement w.r.t. price band disclosure in consultation with the Lead Manager /Book Running Lead Manager(s) and to give the public advertisement in the newspaper(s) as per the applicable provisions;
13. Finalization of the allotment of the Equity Shares on the basis of the applications received;
14. Finalization of the basis of allotment of the Equity Shares;
15. Acceptance and appropriation of the proceeds of the Public Issue; and
16. To generally do any other act and/or deed, to negotiate and execute any document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Public Issue."

"RESOLVED FURTHER THAT any of the Director and/or Key Managerial Personnel of the company be and is hereby authorised severally and/or jointly to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the equity shares in the Public Issue and the utilisation of the issue proceeds in relation to the expansion plans, acquisitions, working capital requirements, repayment of secured loans, capital expenditure, other corporate initiatives, or in any other manner it may deem fit, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the issue, appoint Book Running Lead Manager/ Lead Manager, Banks and other intermediaries or agencies concerned, enter into any agreements or other instruments for such purpose, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo-moto decide in its absolute discretion in the best interests of the Company subject to consent or approval of the members thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question,

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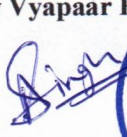
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doubt or difficulty that may arise with regard to or in relation to raising of resources as authorised herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board.”

//Certified True Copy//

By order of the board of

For and on behalf of the Board of Directors of Vaibhav Vyapaar Limited (Formerly known as
'Vaibhav Vyapaar Private Limited')


Aditya Singh Solanki
Company Secretary
M. No. A75485



Date: 11th June, 2026

Place: Bangalore

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Item No. 2

APPROVAL FOR INVESTMENT BY FOREIGN PORTFOLIO INVESTORS (FPIs), NON-RESIDENT INDIANS (NRIs), OVERSEAS CITIZENS OF INDIA (OCI) AND OTHER ELIGIBLE FOREIGN INVESTORS IN THE EQUITY SHARE CAPITAL OF THE COMPANY

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), the Companies Act, 2013 and the rules made thereunder, to the extent applicable, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (“NDI Rules”), the Consolidated Foreign Direct Investment Policy Circular of 2020 (“Consolidated FDI Policy”), the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities Contracts (Regulation) Act, 1956 and all other applicable laws, rules, regulations, circulars, notifications, directions and guidelines, as amended from time to time, and subject to such approvals, permissions, consents and sanctions as may be necessary from the Government of India, Reserve Bank of India (“RBI”), Securities and Exchange Board of India (“SEBI”), Stock Exchanges and/or any other statutory or regulatory authority and subject to such conditions and modifications as may be prescribed while granting such approvals, consent of the Members of the Company be and is hereby accorded to permit purchase, acquisition, holding and transfer of Equity Shares and other eligible securities of the Company by Foreign Portfolio Investors (“FPIs”) registered with SEBI, Non-Resident Indians (“NRIs”), Overseas Citizens of India (“OCIs”) and other persons resident outside India eligible to invest under applicable laws, whether under the automatic route or such other route as may be permissible under applicable laws from time to time.

RESOLVED FURTHER THAT the aggregate investment by Foreign Portfolio Investors, Non-Resident Indians, Overseas Citizens of India and other eligible persons resident outside India in the Equity Share Capital of the Company shall be permitted up to the maximum level permissible under the applicable sectoral cap, statutory ceiling and other limits prescribed under FEMA, the NDI Rules, the Consolidated FDI Policy and other applicable laws, as amended from time to time.

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RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof constituted or to be constituted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, writings, declarations, forms, applications and filings as may be necessary, proper or expedient for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring any further approval of the Members."

//Certified True Copy//

By order of the board of

For and on behalf of the Board of Directors of Vaibhav Vyapaar Limited (Formerly known as 'Vaibhav Vyapaar Private Limited')


Aditya Singh Solanki
Company Secretary
M. No. A75485



Date: 11th June, 2026

Place: Bangalore

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1:****TO APPROVE THE INITIAL PUBLIC OFFERING:**

The Company needs to raise funds to contribute towards the equity infusion which is required for expansion of the business of the Company which will be utilized inter-alia:

1. Augment the capital base of our company
2. General Corporate Purpose

or any such other purpose as the Board may deem fit. Therefore, to meet such requirements it is proposed to offer, issue and allot equity shares not exceeding 86,70,000 (Eighty-Six Lacs Seventy Thousand) Equity Shares of face Value of Rs. 5/- at securities premium of Rs. [•] each to the public.

The detailed terms and conditions will be determined in consultation with the Lead Manager(s)/Book running Lead Manager(s)/, Consultants, Advisors, Underwriters and/or such other intermediary agencies as may be appointed for the issue. Wherever necessary and applicable, the pricing of the issue will be finalized in accordance with the applicable guidelines, in force, of GOI, RBI, SEBI and other relevant authorities.

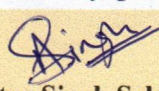
In terms of provisions of the Companies Act, 2013, consent of members is required to issue further equity shares to any person other than the Promoters and promoter group (categorised as per SEBI ICDR Regulations) pursuant to the Initial Public Offer (IPO). Consent of the members is therefore sought to authorise the Board to offer, issue and allot equity shares.

The Directors are satisfied that this resolution would be in the interest of the Company and its members. Hence recommended to consider and pass the resolution as the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

The Directors, their relatives and Key Managerial Personnel and who are members of the Company, may be deemed to be concerned or interested in this resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

By order of the board of

For and on behalf of the Board of Directors of Vaibhav Vyapaar Limited (Formerly known as 'Vaibhav Vyapaar Private Limited')


Aditya Singh Solanki
Company Secretary
M. No. A75485

Date: 11th June, 2026

Place: Bangalore

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 2****APPROVAL FOR INVESTMENT BY FOREIGN PORTFOLIO INVESTORS (FPIs), NON-RESIDENT INDIANS (NRIs), OVERSEAS CITIZENS OF INDIA (OCI) AND OTHER ELIGIBLE FOREIGN INVESTORS IN THE EQUITY SHARE CAPITAL OF THE COMPANY**

In terms of the provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy and other applicable laws governing foreign investment in India, investment by Foreign Portfolio Investors ("FPIs"), Non-Resident Indians ("NRIs"), Overseas Citizens of India ("OCIs") and other eligible persons resident outside India in the equity share capital of an Indian company is subject to applicable sectoral caps, statutory ceilings and such conditions as may be prescribed from time to time.

In order to facilitate participation by eligible foreign investors in the equity share capital of the Company, broaden the investor base of the Company and provide flexibility for future capital raising activities and investment opportunities in accordance with applicable laws, it is proposed to obtain approval of the Members of the Company permitting investment by FPIs, NRIs, OCIs and other eligible persons resident outside India up to the maximum level permissible under the applicable sectoral cap, statutory ceiling and other limits prescribed under applicable laws.

The proposed approval shall enable eligible foreign investors to acquire, hold and transfer Equity Shares and other eligible securities of the Company in accordance with FEMA, the NDI Rules, the Consolidated FDI Policy, SEBI Regulations and other applicable laws, as amended from time to time.

The Board of Directors at its meeting held on June 10th, 2026, approved the proposal and recommended the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution except to the extent of their respective shareholding, if any, in the Company.

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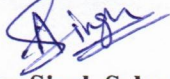
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The Board recommends the passing of the Resolution set out at Item No. 2 as a Special Resolution.

By order of the board of

For and on behalf of the Board of Directors of Vaibhav Vyapaar Limited (Formerly known as
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Aditya Singh Solanky
Company Secretary
M. No. A75485



Date: 11th June, 2026

Place: Bangalore

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