

CERTIFIED EXTRACT COPY OF RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF THE COMPANY ON THURSDAY, 23RD SEPTEMBER 2021 AT 1100 HOURS AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT 6 MAGNET CORPORATE PARK, 100 FT. THALTEJ-HEBATPUR ROAD, NR. SOLA BRIDGE, OFF. S.G. HIGHWAY, THALTEJ, AHMEDABAD-380054

AMEND THE RESOLUTION PASSED ON 25TH MAY, 2021 FOR RAISING OF CAPITAL THROUGH INITIAL PUBLIC OFFERING

“RESOLVED THAT, in accordance with the Applicable Laws, listing agreements to be entered into with the Stock Exchanges and the enabling provisions of the memorandum of association of the Company and the articles of association of the Company, and subject to the approval of relevant government, statutory, supervisory and/or regulatory authorities, including the DPIIT, SEBI, RBI, the Registrar of Companies and the Stock Exchanges, and such other approvals, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent, approval, authority and sanction of the Board of the Company be and is hereby granted to create, issue, offer and allot Equity Shares up to an aggregate of ₹ 8500 million (including share premium) (the “Fresh Issue”), in the course of the initial public offering of the Equity Shares (the “Offer”) (provided that such number of additional Equity Shares to the extent of up to 1% of the Offer size or such other extent as may be permitted under the SEBI ICDR Regulations may be issued and allotted as may be required for the purposes of rounding off the nearest integer while finalising the basis of allotment, including the issue and allotment of Equity Shares to the stabilizing agent pursuant to a Green Shoe Option, if any, in terms of the SEBI ICDR Regulations), which shall include, without limitation, 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 Offer price to retail individual bidders or eligible employees and any Green Shoe Option, if any, in accordance with Applicable Laws, of up to a certain number of Equity Shares at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as may be fixed and determined by the Board in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board and the Selling Shareholders offering their Equity Shares in the Offer for Sale in the Offer, may, in consultation with the BRLMs decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss) of the SEBI ICDR Regulations, respectively, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, trusts/societies registered under the Societies Registration Act, 1860, 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, or any other category of investors who are permitted to invest in Equity Shares as per Applicable Laws (collectively referred to as the “Investors”), 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 in its discretion, deem fit, including in consultation with BRLMs, underwriters, placement agents and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board;

RESOLVED FURTHER THAT, in accordance with the provisions of Section 23, Section 42, Section 62(1)(c) and any other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, and subject to such further corporate and other approvals as may be required, the Board be and is hereby authorized, on behalf of the Company, to allot such number of Equity Shares as may be decided by it, to certain Investors prior to filing of the red herring prospectus with the Registrar of Companies and SEBI (“Pre-IPO Placement”), at such price as the Board may, in consultation with the BRLMs, underwriters, placement agent(s) and/or other advisor(s), determine in light of the then prevailing market conditions, and do all such other acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion deem fit and including, without limitation, negotiating, finalising and executing any document or agreement, including without limitation any private placement offer letters, placement agreement, term sheet and such other documents or any amendments or supplements thereto, and to open any bank account for the purpose, if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to and incidental to the Pre-IPO Placement and to settle any question, difficulty, or doubt that may arise with regard thereto. In the event of consummation of the Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under the Pre-IPO Placement;

RESOLVED FURTHER THAT, the Equity Shares so allotted or transferred in the Offer shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares including rights in respect of dividend after the date of allotment;

RESOLVED FURTHER THAT, the Equity Shares allotted/ transferred through the Offer be listed at one or more recognized stock exchanges in India;

RESOLVED FURTHER THAT the Board, either by itself or through a duly authorised committee constituted by it, is entitled to negotiate, finalize and execute all such agreements and arrangements as well as amendments, supplements, notices or addenda or corrigenda thereto in connection with the Offer, for appointment of BRLMs and in consultation with the BRLMs for appointment of the intermediaries, underwriters, escrow agents, registrar, banker(s) to the Offer, legal counsels, depository(ies), monitoring agency, advertising agency, and all such persons or agencies as may be involved in or concerned with the Offer and to remunerate all such agencies in cash or otherwise, including by way of payment of commission, brokerage, fees, or reimbursement for expenses incurred in relation to the Offer, and to terminate any agreements or arrangements with such intermediaries;

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof;

RESOLVED FURTHER THAT, Mr. Ajay Tandon Managing Director and Mr. Nirmal Bhatia, Group CFO and Company Secretary be and are hereby authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies;

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

**CERTIFIED COPY
FOR, VEEDA CLINICAL RESEARCH LIMITED**

**MR. AJAY TANDON
MANAGING DIRECTOR
DIN: 02210072**

ANNEXURE TO THE NOTICE

STATEMENT SETTING OUT MATERIAL FACTS (EXPLANATORY STATEMENT)

(Pursuant to section 102 of the Companies Act, 2013)

The board members at their meeting dated 22nd May, 2021 and the shareholders at the Extra Ordinary General Meeting dated 25th May, 2021 had approved the raising of funds by way of an Initial Public Offer (IPO). In the said resolution, the issue size was kept at Rs. 8000 millions.

Considering the additional fund requirement, the board at their meeting dated 22nd September, 2021 approved to increase the issue size of an IPO by additional 500 million subject to shareholder's approval and thereby making the total size of an IPO to Rs. 8500 millions.

The Board recommends the resolution at Item No. 7 for your approval.

Five Directors of the Company namely Mr. Apurva Shah, Mr. Vivek Chhachhi, Mr. Manu Sahni, Mrs. Aparajita Jethy Ahuja and Mr. S. N. Vinaya Babu are concerned or interested in the passing of the above resolution directly or indirectly.

None of the other Six Directors of the Company are concerned or interested in the passing of the above resolution.