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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SHIPWAVES ONLINE LIMITED HELD ON MARCH 04, 2025 AT 11 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 18-2-16/4(3), 3RD FLOOR, MUKKA CORPORATE HOUSE 1ST CROSS, ATTAVARA, DAKSHINA KANNADA, MANGALORE-575001.

TO APPROVE THE INITIAL PUBLIC OFFERING (IPO):

“RESOLVED THAT in supersession of the resolution passed earlier at the Extra Ordinary General Meeting of the members held on January 27, 2025 with regards to raising of fund by way of Initial Public Offering (IPO) and pursuant to the provisions of Sections 23(1)(a), 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or reenactment thereof, for the time being in force) (“Companies Act, 2013”) and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended from time to time (“SCRA”), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (“Listing Agreements”), the Foreign Exchange Management Act, 1999 (“FEMA”) as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Securities and Exchange Board of India (“SEBI”) or any other competent authority (collectively, the “Regulatory Authorities”), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities including but not limited to the Department of Industrial Policy and Promotion, Government of India (“DIPP”), the SEBI, the Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the jurisdictional Registrar of Companies (“ROC”) the stock exchange(s) and such other approvals, permissions and sanctions, as may be necessary, including any consent or approval under any contract or agreement and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions and subject to the approval of members of the Company in general meeting, the consent of Board of Directors (“Board”) of the Company be and is hereby accorded for an initial public offering of the equity shares of the Company, and the Board be and is hereby authorized to create, offer, issue and allot up to **4,69,60,000 (Four Crore Sixty Nine Lakhs Sixty Thousand)** fully paid-up Equity shares of the face value of ₹1/- (Rupees One Only) each at an Issue Price of ₹15/- (**Rupees Fifteen only**) per equity share including a premium of ₹14/- (Rupees Fourteen Only) per equity share, aggregating to **₹70,44,00,000/- (Rupees Seventy Crore Forty Four Lakhs Only)** in fixed price mechanism by way of a fresh issuance of Equity Shares, out of the authorised share capital of the Company, and at its discretion, such number of additional Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares as board may deem fit offer to the public may be issued and allotted and / or transferred, as the case may be, as may be required for the purposes of rounding off), to such person or persons, who may or may not be the members of the Company

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and as the Board may, at its sole discretion, decide in consultation with the Lead Manager (“LM”) so appointed, including but not limited to resident investors, eligible Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, qualified institutional buyers, eligible employees of the company, retail investors, body corporates, and such other persons in one or more combinations thereof, and/ or any other categories of investors (“Initial Public Offer”), which may include, reservation of a certain number of Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the “Reservation”), in the manner and on such terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LM and as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the LM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchanges as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby instructed to proceed with the Initial Public Offer as stated in the foregoing resolution in accordance with Chapter IX of SEBI ICDR Regulations.

RESOLVED FURTHER THAT Equity Shares to be issued by the company as mentioned in the foregoing resolution shall rank pair-passu with all existing Equity Shares of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the LM or Designated Stock Exchange or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares, timing for issuance of such Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to draft prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries in consultation with the Lead Manager, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;



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RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the company to seek listing of such Shares on one or more stock exchanges in India including SME platform;

RESOLVED FURTHER THAT the certified copies of this resolution be provided to those concerned under the hands of any Director and/or Company Secretary of the company wherever required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee, any one or more executive directors, Company Secretary, Chief Financial Officer or any other Key Managerial Personnel of the company subject to such restrictions as may be imposed under the Act or any other law for the time being in force.”

**Certified True Copy
For SHIPWAVES ONLINE LIMITED**

**BIBI HAJIRA
WHOLE TIME DIRECTOR
DIN: 07008483**



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF SHIPWAVES ONLINE LIMITED HELD ON MARCH 04, 2025 AT 3 P.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 18-2-16/4(3), 3RD FLOOR, MUKKA CORPORATE HOUSE 1ST CROSS, ATTAVARA, DAKSHINA KANNADA, MANGALORE, 575001

TO APPROVE THE INITIAL PUBLIC OFFERING (IPO)

“RESOLVED THAT in supersession of the resolution passed earlier at the Extra Ordinary General Meeting of the members held on January 27, 2025 with regards to raising of fund by way of Initial Public Offering (IPO) and pursuant to the provisions of Sections 23(1)(a), 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) (“Companies Act, 2013”) and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended from time to time (“SCRA”), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”), the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (“Listing Agreements”), the Foreign Exchange Management Act, 1999 (“FEMA”) as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Securities and Exchange Board of India (“SEBI”) or any other competent authority (collectively, the “Regulatory Authorities”), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities including but not limited to the Department of Industrial Policy and Promotion, Government of India (“DIPP”), the SEBI, the Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the jurisdictional Registrar of Companies (“ROC”), the stock exchange(s) and such other approvals, permissions and sanctions, as may be necessary, including any consent or approval under any contract or agreement and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, and pursuant to the approval of the Board of Directors in its meeting dated **4th March, 2025** the consent of members of the Company be and is hereby accorded for an initial public offering of the fresh equity shares of the Company, and the Board be and is hereby authorized to create, offer, issue and allot **4,69,60,000 (Four Crore Sixty Nine Lakhs Sixty Thousand) fully paid-up Equity shares** of the face value of ₹1/- (**Rupees One Only**) each at an Issue Price of ₹15/- (**Rupees Fifteen Only**) per equity share including a premium of ₹14/- (**Rupees Fourteen Only**) per equity share, aggregating to ₹70,44,00,000/- (**Rupees Seventy Crore Forty Four Lakhs Only**) in fixed price mechanism by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company, and at its discretion, such number of additional Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares as board may deem fit offer to the public may be issued and allotted and / or transferred, as the case may be, as may be required for the purposes of rounding off), to such person or persons, who may or may not be the members of the Company and as the Board may, at its sole discretion, decide in consultation with the Lead Manager(s) (“LM”) so appointed, including but not limited to resident investors, eligible Indian and/or multilateral

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financial institutions, mutual funds, non-resident Indians, qualified institutional buyers, eligible employees of the company, retail investors, body corporates, and such other persons in one or more combinations thereof, and/ or any other categories of investors ("Initial Public Offer"), which may include, reservation of a certain number of Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), in the manner and on such terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LM and as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the LM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchanges as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby instructed to proceed with the Initial Public Offer as stated in the foregoing resolution in accordance with Chapter IX of SEBI ICDR Regulations.

RESOLVED FURTHER THAT Equity Shares to be issued by the company as mentioned in the foregoing resolution shall rank pair-passu with all existing Equity Shares of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the LM or Designated Stock Exchange or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares, timing for issuance of such Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any regulatory authority or stock exchange(s) and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries in consultation with the Lead Manager, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.



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RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the company to seek listing of such Shares on one or more stock exchanges in India including SME platform.

RESOLVED FURTHER THAT any of the Director and the Company Secretary of the Company be and are hereby severally authorized to certify and make available a true copy of the foregoing resolution to anyone including but not limited to any statutory authority, if concerned or deemed interested in the matter.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee, any one or more Executive Directors, Company Secretary, Chief Financial Officer or any other Key Managerial Personnel of the company subject to such restrictions as may be imposed under the Act or any other law for the time being in force.”

For and on behalf of
SHIPWAVES ONLINE LIMITED

BIBI HAJIRA
WHOLE TIME DIRECTOR
DIN: 07008483



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 1:

The company proposes to raise funds by creating, offering, issuing and allotting **4,69,60,000 (Four Crore Sixty Nine Lakhs Sixty Thousand)** fully paid-up Equity shares of the face value of **₹1/- (Rupees One Only)** each at an Issue Price of **₹15/- (Rupees Fifteen Only)** per equity share including a premium of **₹14/- (Rupees Fourteen Only)** per equity share, aggregating to **₹70,44,00,000/- (Rupees Seventy Crore Forty Four Lakhs Only)** in fixed price mechanism by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company in accordance with the applicable laws, including but not limited to the Companies Act, 2013 and securities and exchange board of India (Issue of capital and disclosure requirements Regulations, 2018) as amended ('SEBI ICDR Regulations').

The object of the issue is to achieve the benefit of listing the equity shares of the company on the stock exchange. The listing of the Equity shares will enhance the company's Brand name and provide liquidity to the existing shareholders. The resources raised through the issue may facilitate and company's working capital Requirements, Re-payment of loan, Investment in Subsidiary, Capital Expenditure, meet the Issue Expenses, General corporate expenses and to meet any exigencies including pursuing new opportunities, as the Board may deem fit and as disclosed in the Offer Document

The Board of Directors of the Company believes that the issue of securities to investors whether existing shareholders or not, is in the interest of the Company and therefore recommends the resolution for your approval by way of special resolution.

Attention of the members is drawn to the provisions pertaining to Lock-in and Restrictions on Transferability as stipulated in Part IV of Chapter IX of SEBI (ICDR) Regulations, 2018 ("ICDR"), pursuant to which the equity shares of the Company existing before the initial public offer shall be locked-in as per periodical amendment(s) in SEBI (ICDR) Regulations, 2018 from time to time.

Furthermore, the lock-in period may increase subject to any encumbrance or any other law for the time being in force.

Except to the extent of their shareholding and remunerations, no Director, Manager, Key Managerial Personnel and their relatives respectively are interested in the foregoing resolution.

As required by Section 102(3) of the Companies Act, 2013, the related documents shall be available for inspection at the registered office of the Company during business hours.

For and on behalf of
SHIPWAVES ONLINE LIMITED

BIBI HAJIRA
WHOLE TIME DIRECTOR
DIN: 07008483



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