



**BRISK TECHNOVISION LIMITED**  
(formerly known as BRISK Technovision Pvt Ltd.)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF BRISK TECHNOVISION LIMITED (HEREINAFTER REFERRED TO AS THE "COMPANY") HELD ON SHORTER NOTICE ON THURSDAY, AUGUST, 24, 2023, AT 13:00 (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 135, DAMJI SHAMJI INDUSTRIAL PREMISES CHS LTD, L B S ROAD, VIKHROLI (W), MUMBAI 400083

**Listing of Equity Shares through Initial Public Offering:**

"RESOLVED THAT pursuant to the provisions of Sections 23, 28, 29, 40, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) ("Companies Act"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the listing agreement proposed to be entered into with the Stock Exchange, where the equity shares of the Company are proposed to be listed, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India ("GoI"), Securities Exchange Board of India ("SEBI") or Reserve Bank of India ("RBI"), Department for Promotion of Industry and Internal Trade ("DIPP") and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "Applicable Laws"), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to any approvals from the GoI, the Registrar of Companies, Mumbai ("RoC"), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India ("DEA"), Ministry of Commerce and Industry, Government of India, DIPP, the Insurance Regulatory and Development Authority of India and all other appropriate statutory authorities and departments (the "Regulatory Authorities"), and such other approvals, consents, waivers, permissions and sanctions, the consent, approval, authority and sanction of the members be and is hereby granted to approve the initial public offer through an Offer for Sale of the equity shares of face value of ₹ 10 each of the Company (the "Equity Shares") by certain existing shareholders of our Company (collectively, the "Selling Shareholders" and such offer for sale, the "Offer/Issue/IPO"), up to 8,00,000 Equity Shares, at a price to be determined in consultation with the lead manager appointed in respect of the Offer ("LM"), by the Fixed Price process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the LM in accordance with the SEBI ICDR Regulations, to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may decide, including anchor investors and qualified institutional buyers, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance

An ISO 9001 & ISO 27001 Certified Company.

135, Damji Shamji Industrial Premises CHS Ltd, LBS Marg, Vikhroli (West), Mumbai – 400 083  
Tel No : (022) 25775648 Website www.brisk-india.com, CIN No: U72900MH2007PLC169441



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**To increase the overall limit of maximum remuneration payable to the Mr. Ganapati Chittaranjan Kenkare (DIN: 01964295), Managing Director of the Company:**

**"RESOLVED THAT** in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (the Board) at their respective meetings held on August 20, 2023 and August 22, 2023, the approval of the Members of the Company be and is hereby accorded for payment of INR 30,00,000/- (Indian Rupees Thirty Lakhs Only) as remuneration to Mr. Ganapati Chittaranjan Kenkare (DIN: 01964295), Managing Director of the Company, on an annual basis during his remaining tenure as the Executive Chairman of the Company.

**RESOLVED FURTHER THAT** the total managerial remuneration payable to the Executive Director(s) of the Company taken together in any financial year shall not exceed the limit of 21% of net profit and overall individual managerial remuneration payable each executive Director shall not exceed the limit of 10% of net profit of the Company, as per the overall limits approved by the Members of the Company at the Annual General Meeting of the Company held on September 30, 2022.

**RESOLVED FURTHER THAT** any of the Directors of the Company or Ms. Sunita Mohandas, Chief Financial Officer or Mr. Shreyas Haldankar, Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise, for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company."

For Brisk Technovision Limited

Ganapati Chittaranjan Kenkare  
Managing Director  
DIN: 01964295

Ganapati Chittaranjan Kenkare  
Managing Director  
DIN: 01964295

Place: Mumbai  
Date: August 30, 2023

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companies, provident funds, pension funds, 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 investors 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 (collectively referred to as the "Investors") by way of the Offer in consultation with the LM and/or underwriters and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the LM through an offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the 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 the LM, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the LM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company and in consultation with the Selling Shareholders to approve such percentage of the Offer, as may be determined by the Board, as may be permissible in accordance with Applicable Laws, or to provide a discount to the offer price to retail individual investors or eligible employees ("Discount"), and to do all such other acts, deeds, matters and things as the Board may, from time to time, in consultation with the Selling Shareholders, decide including, without limitation, to negotiate, finalize and execute any document or agreement and any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Discount and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.

**RESOLVED FURTHER THAT** the Board, in consultation with the Selling Shareholders, be and is hereby authorized to finalize and execute the Offer Document (including Draft Prospectus/Prospectus), Application Form, appointment of LM, Registrar to the Offer, Banker(s) to the Offer, Refund banker(s), Depository Participants, Monitoring Agency, Custodians, Legal Advisors to the Offer, Peer Review Auditor, Underwriters, as may be applicable, and such 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 offer, enter into stand-by-arrangement with Brokers / Bankers for the whole or the part of the 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 Offer, 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 offering, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the

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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** the Equity Shares transferred under the Offer shall be subject to the Memorandum and Articles of Association of the Company and rank *pari passu* with the existing Equity Shares of the Company, in all respects, including rights in respect of dividend.

**RESOLVED FURTHER THAT** the Board, in consultation with the Selling Shareholders, be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of Equity Shares on the Stock Exchange in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to trade in Equity Shares in a dematerialized form and all such other acts necessary for the listing without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** the Board, in consultation with the Selling Shareholders, be and is hereby authorized to do all such acts, deeds, matters and things and sign and execute such documents and writs and give such directions, as may be necessary or desirable to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board may authorize the IPO Committee, in consultation with the Selling Shareholders, to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the shareholders of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to an IPO Committee of the Company or any other officer or officers of the Company to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any of the Directors of the Company or Ms. Sunita Mohandas, Chief Financial Officer or Mr. Shreyas Haldankar, Company Secretary of the Company be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as they may in their absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto".

For Brisk Technovision Limited

Ganapati Chittaranjan Kenkare  
Digitally signed by Ganapati Chittaranjan Kenkare  
DN: cn=Ganapati Chittaranjan Kenkare, o=Brisk Technovision Limited, ou=Brisk Technovision Limited, email=ganapati@brisk-india.com, c=IN

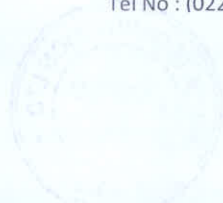
**Ganapati Chittaranjan Kenkare**  
Managing Director  
DIN: **01964295**  
Place: Mumbai  
Date: August 30, 2023

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**To increase the limit for total holdings by Foreign Institutional Investors in the Company:**

"RESOLVED THAT pursuant to applicable provisions of Foreign Exchange Management Act, 1999 (FEMA), read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (NDI Rules), as amended from time to time, the Companies Act, 2013, as amended, and the rules and regulations made thereunder and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India ("RBI"), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities as may be required under applicable laws and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company ("Board"), the consent of the members is hereby accorded to increase the aggregate limit of investment or holding in the Company by Foreign Portfolio Investors (FPIs) registered with the Securities and Exchange Board of India (SEBI) and on behalf of their investor group, whether by way of subscription to, or acquisition of, equity shares or other securities of the Company, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, or direct purchase or acquisition from the open market or otherwise, up to the sectoral cap applicable to the Company, which is 100% of the paid-up equity share capital of the Company on a fully diluted basis or of the paid-up value of each series of debentures or preference shares or share warrants".

RESOLVED FURTHER THAT any of the Directors of the Company or Ms. Sunita Mohandas, Chief Financial Officer or Mr. Shreyas Haldankar, Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things and sign and execute such documents and deeds and give such directions including making necessary filings / applications with the appropriate Governmental or regulatory authorities and all other concerned statutory and other authorities, if any required to effectively implement this resolution to increase the aggregate investment limit by FPIs".

For Brisk Technovision Limited

Ganapati

Chittaranjan

Kenkare

Ganapati Chittaranjan Kenkare

Managing Director

DIN: 01964295

Place: Mumbai

Date: August 30, 2023

Digitally signed by Ganapati Chittaranjan Kenkare  
DN: cn=Ganapati Chittaranjan Kenkare, o=Brisk Technovision Limited, email=ganapati@brisktechnovision.com, c=IN  
Date: 2023.08.30 18:58:18 +05'30'

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**To increase the limits for total holdings by Non-Resident Indians in the Company:**

"RESOLVED THAT pursuant to applicable provisions of Foreign Exchange Management Act, 1999 (FEMA), read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (NDI Rules), as amended from time to time, the Companies Act, 2013, as amended, and the rules and regulations made thereunder and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India ("RBI"), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities as may be required under applicable laws and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company ("Board"), the consent of the members is hereby accorded to increase the aggregate limit of investment or holding in the Company by all Non-resident Indians ("NRI") and Overseas Citizens of India ("OCI"), put together, whether by way of subscription to, or acquisition of, equity shares or other securities of the Company, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, or direct purchase or acquisition from the open market or otherwise, from 10% to 24% of the paid-up equity share capital of the Company, on a fully diluted basis or the paid-up value of each series of debentures or preference shares or warrants, if any, if convertible into securities of the Company, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital of the Company, on a fully diluted basis or the paid-up value of such series of debentures or preference shares or warrants, if any, issued by the Company or such other limit as may be stipulated under FEMA and the NDI Rules, from time to time.

**RESOLVED FURTHER THAT** any of the Directors of the Company or Ms. Sunita Mohandas, Chief Financial Officer or Mr. Shreyas Haldankar, Company Secretary of the Company to do all such acts, deeds, matters and things and sign and execute such documents and deeds and give such directions including making necessary filings / applications with the appropriate Governmental or regulatory authorities and all other concerned statutory and other authorities, if any required to effectively implement this resolution to increase the aggregate investment limit by NRIs and OCIs".

**For Brisk Technovision Limited**

Ganapati  
Chittaranjan  
Kenkare  
Ganapati Chittaranjan Kenkare  
Managing Director  
DIN: 01964295  
Place: Mumbai  
Date: August 30, 2023

Digitaly signed by Ganapati Chittaranjan Kenkare  
DIN: 01964295  
Certificate No: 10114200220073911400040434444  
Date: 2023.08.30 14:04:41 +05'30'

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